

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
Fleming Companies, Inc., <u>et al.</u> , ¹	)	Case No. 03-10945 (MFW)
	)	(Jointly Administered)
Debtors.)	
<hr/>		
FLEMING COMPANIES, INC. et al)	
)	
Plaintiffs,)	
)	
v.	)	Adversary Proceeding Case Nos.
)	
ABGI CORP/ACCESS BUSINESS GROUP LLC	)	04-51697
)	
ACH FOOD COMPANIES INC	)	04-51402
)	
ADAMS & BROOKS INC	)	04-51699
)	
ADIRONDACK BEVERAGE CORP	)	04-52311
)	
ADVANCE BRANDS LLC	)	04-51621
)	
ADVANTAGE INT'L FOODS CORP	)	04-51627
)	
AEP INDUSTRIES INC	)	04-51408
)	
AJM PACKAGING CORP	)	04-51413
)	
ALEEDA GRACE LTD	)	04-52313
)	
ALLEN CANNING CO	)	04-52317
)	
ALL-LUMINUM PRODUCTS	)	04-51703

¹ The Debtors, referenced in this motion in the singular as "Fleming," are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; Fleming Foods Management Co., L.L.C.; Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc.

ALLTRISTA CONSUMER PRODUCTS CO	)	04-51634
ALTADIS USA	)	04-51707
AMERICAN BOTTLING CO	)	04-51419
AMERICAN DISTRIBUTING CO	)	04-51429
AMERICAN FOODS GROUP	)	04-52419
AMERICAN GREETINGS CORP	)	04-51389
AMERICAN ITALIAN PASTA CO	)	04-51366
AMERICAN LICORICE CO	)	04-51378
ARDEN COMPANIES	)	04-51741
ARROW PLASTIC MANUFACTURING CO	)	04-51359
ATEECO INC	)	04-51799
ATKINS NUTRITIONALS INC	)	04-51747
AURORA FOODS INC	)	04-52323
B & G FOODS INC	)	04-51374
B ROSEN & SONS INC	)	04-51639
BAGCRAFT PACKAGING LLC	)	04-51749
BARBER PRODUCE, INC	)	04-51381
BARILLA AMERICA INC	)	04-52327
BAUSCH & LOMB	)	04-52331
BC STOCKING DISTRIBUTING	)	04-51386
BEAVER MEADOW CREAMERY INC	)	04-51349
BEAVER ST FISHERIES INC	)	04-51352
BEER NUTS INC	)	04-51355
BEIERSDORF INC	)	04-51357
BEL/KAUKAUNA USA	)	04-51392

BELL CARTER FOODS INC	)	04-51361
)	
BERKS PACKING CO INC	)	04-51363
)	
BERN & KOPPSTEIN FOODS DIVISION	)	04-51367
)	
BERNATELLO'S PIZZA INC	)	04-51373
)	
BERNICK CO	)	04-51383
)	
BIC USA INC	)	04-52335
)	
BIERY CHEESE CO	)	04-51384
)	
BIMBO BAKERIES USA	)	04-52339
)	
BINNEY & SMITH INC	)	04-51756
)	
BIRCHWOOD FOODS - KENOSHA	)	04-51354
)	
BLISTEX INC	)	04-51358
)	
BLUE BELL CREAMERIES LP	)	04-51362
)	
BLUE DIAMOND	)	04-51370
)	
BOB EVANS FARMS	)	04-51348
)	
BORGES USA	)	04-52425
)	
BRACH'S	)	04-51771
)	
BRAKEBUSH BROTHERS INC	)	04-51647
)	
BREWSTER DAIRY INC	)	04-51653
)	
BRIMHALL FOODS CO INC	)	04-52342
)	
BRINKMANN CORP	)	04-51377
)	
BUFFALO DON'S ARTESIAN WELLS LTD	)	04-51393
)	
BUNZL USA INC	)	04-51397
)	
BUSH BROTHERS & CO	)	04-51404
)	
CAINS FOODS LP	)	04-51409
)	
CAMECO INC	)	04-51656

CAMINO REAL FOODS INC	)	04-51659
CANTISANO FOODS INC	)	04-52428
CARAVAN PRODUCTS INC	)	04-51662
CARMA LABORATORIES INC	)	04-51665
CARTHAGE CUP	)	04-51365
CASTLEBERRY/SNOWS BRANDS INC	)	04-51379
CAVENDISH FARMS	)	04-51372
CCDA WATERS LLC	)	04-51385
CE DE CANDY INC	)	04-51824
CENEX HARVEST STATES COOPERATIVES	)	04-52347
CERTIFIED FOODS CORP	)	04-51416
CHATTEM INC	)	04-51421
CHEF SOLUTIONS INC	)	04-51427
CHIAPPETTI WHOLESALE MEAT CO	)	04-51431
CHIPPER BEEF JERKY	)	04-51399
CHURCH & DWIGHT CO INC	)	04-51974
CITGO PETROLEUM CORP	)	04-51407
CLEMENT PAPPAS & CO INC	)	04-51390
CLEMENTS FOODS CO	)	04-51836
CLOROX SALES CO	)	04-51369
COCA COLA ENTERPRISES INC	)	04-51360
CODY KRAMER IMPORTS	)	04-51376
COLESON FOODS INC	)	04-51425
COLONNA BROTHERS INC	)	04-51420
COMBE INC	)	04-51424

COMMONWEALTH WHOLESALE CORP	)	04-51855
CONAGRA FOODS	)	04-52298
CONSOLIDATED BROKERAGE CO INC	)	04-51670
CONTINENTAL MILLS INC	)	04-52325
CONWOOD COMPANY LP	)	04-52352
CORPORATE CONNECTION	)	04-51426
CORPORATE EXPRESS INC	)	04-51803
CROWLEY FOODS LLC	)	04-52337
CRYSTAL FARMS	)	04-51428
CUMBERLAND SWAN	)	04-51410
DADE PAPER & BAG CO INC	)	04-51418
DAIRY MAID FOODS	)	04-51403
DAKOTA PREMIUM FOODS LLC	)	04-51867
DALE'S SAUCES INC	)	04-51414
DANNON CO INC	)	04-51396
DART DISTRIBUTING LLC	)	04-51391
DAWN FOOD PRODUCTS INC	)	04-51380
DEL MONTE CORP	)	04-51981
DEL MONTE FRESH PRODUCE CO	)	04-51992
DEL PHARMACEUTICALS INC	)	04-51430
DEL'S PASTRY LTD	)	04-51812
DESTINATION PRODUCTS INTERNATIONAL LTD	)	04-51435
DEXSI FINANCE CO LLC	)	04-51442
DIABLO BEVERAGE	)	04-51387

DIAL CORP	)	04-51406
)	
DIETZ & WATSON	)	04-51412
)	
DIRECT SOURCE INTERNATIONAL INC	)	04-51423
)	
DIXIE PRODUCE & PACKAGING INC	)	04-51401
)	
DLM FOODS	)	04-51786
)	
DOANE PET CARE	)	04-51395
)	
DOLE FRESH FLOWERS INC	)	04-51675
)	
DOLE PACKAGED FOODS INC	)	04-51462
)	
DOMINO FOODS INC	)	04-51466
)	
DONAGHY SALES LLC	)	04-51797
)	
DORCY	)	04-51474
)	
DOT FOODS INC	)	04-51483
)	
DOWNEY WHOLESALE INC	)	04-52357
)	
DR PEPPER/SEVEN-UP BOTTLING GROUP INC	)	04-51785
)	
DREYERS/EDY'S GRAND ICE CREAM	)	04-51432
)	
DURO BAG MFG CO	)	04-51679
)	
DYNO MERCHANDISE	)	04-51448
)	
EAGLE FAMILY FOODS INC	)	04-52439
)	
EASTER UNLIMITED INC	)	04-51454
)	
EASTMAN KODAK CO	)	04-51672
)	
EDDINS-WALCHER CO	)	04-51441
)	
EDISON LIQUOR CORP	)	04-51433
)	
EDWARDS FINE FOODS INC	)	04-51437
)	
EDWARDS OIL INC	)	04-51444

EL ENCANTO INC DBA BUENO FOODS	)	04-51449
EMPIRE PACKING CO LP DBA LEDBETTER PACKING CO	)	04-51455
EPOCA INC	)	04-51806
EVERFRESH FOOD CORP	)	04-51460
EXPRESS TRADING INC	)	04-51464
FABRI-KAL CORP	)	04-51748
FAMOUS PRODUCTS INC	)	04-51475
FARM FRESH FOOD SUPPLIERS INC	)	04-51481
FAUCET QUEEN	)	04-51434
FAULTLESS STARCH BON AMI CO	)	04-51436
FERRARA PAN CANDY CO	)	04-51443
FERRERO USA INC	)	04-51447
FIELDALE FARMS CORP	)	04-51452
FISH HOUSE FOODS INC	)	04-51456
FLOWERS FOODS	)	04-51839
FOODMATCH INC	)	04-51461
FOSTER FARMS	)	04-51470
FOX PACKAGING CO	)	04-51477
FRANKFORD CANDY & CHOCOLATE CO	)	04-51463
FRESH MARK	)	04-51805
FRITO-LAY INC	)	04-51820
FRONT END SERVICES	)	04-51469
FUTURE FOODS LTD	)	04-51473
G.L. MEZZETTA INC	)	04-51476

GAETA IMPORTS INC	)	04-51445
GAMESA USA INC	)	04-51453
GARY-WILLIAMS ENERGY CORP	)	04-51458
GENERAL PRODUCE CO LTD	)	04-52309
GEORGE WESTON BAKERIES INC	)	04-51850
GERBER PRODUCTS CO	)	04-51438
GFA BRANDS INC	)	04-51451
GILCO ENTERPRISES	)	04-51440
GILLETTE CO	)	04-51492
GILSTER MARY LEE CORP	)	04-51502
GIORGIO FOODS INC	)	04-51510
GOLD EAGLE CO	)	04-52398
GOLD KIST INC	)	04-51833
GOLD PURE FOOD PRODUCTS CO INC	)	04-51516
GOLD'N PLUMP FARMS LP	)	04-51479
GOOD HUMOR BREYERS ICE CREAM	)	04-51859
GOPHER NEWS INC	)	04-51450
GORTONS INC	)	04-51467
GOYA FOODS INC	)	04-52316
GRAF CREAMERY INC	)	04-51457
GRAY & CO	)	04-51487
GREAT LAKES KRAUT CO	)	04-52321
GREEN BAY PACKAGING INC	)	04-51439
GSM INDUSTRIES	)	04-52329
GTS PREPAID, INC.	)	04-51507

GWALTNEY OF SMITHFIELD LTD	)	04-52402
H & H DISTRIBUTING OF ANN ARBOR LLC	)	04-51519
HAMMER CORPORATION	)	04-51527
HAND HELD	)	04-52333
HANOVER FOODS CORP	)	04-51537
HARTLEYS WHOLESALE PRODUCE	)	04-51459
HARTZ MOUNTAIN CORP	)	04-51482
HARVEST OF THE SEA	)	04-51490
HATCO CORP	)	04-51486
HAWAIIAN POPCORN	)	04-51497
HEINZ NORTH AMERICA	)	04-51868
HELUVA GOOD CHEESE INC	)	04-51446
HERITAGE FOODS	)	04-51411
HI COUNTY-CORONA INC	)	04-52340
HI-COUNTRY FOODS CORP	)	04-51415
HILL'S PET NUTRITION INC & SUBSIDIARIES	)	04-51750
HIRZEL CANNING CO	)	04-51498
HORMEL FOODS CORP	)	04-51503
HOUSTON'S INC	)	04-51505
HP HOOD INC	)	04-51511
HUIH DETERGENTS INC	)	04-52343
IMPACT GROUP	)	04-51885
IMPERIAL DISTRIBUTING INC & DIAMOND CRYSTAL BRANDS INC	)	04-52350

IMPERIAL SUGAR COMPANY	)	04-51465
INGRAM ENTERTAINMENT INC	)	04-51472
INTEGRITY MARKETING AND SALES LLP	)	04-51485
INTERNATIONAL FOOD GROUP INC	)	04-52359
INTERNATIONAL FOOD PRODUCTS INC	)	04-51493
INTERNATIONAL MULTIFOODS CORP	)	04-51480
INTERSTATE BRANDS COMPANIES	)	04-51837
IOWA PACKING COMPANY	)	04-51489
IRVING TISSUE INC	)	04-51540
ISG TECHNOLOGY INC DBA INTEGRATED SOLUTION GROUP	)	04-51545
J & J SNACK FOODS CORP	)	04-52430
J.M. SMUCKER CO	)	04-51553
JERGENS	)	04-51562
JOHN MIDDLETON INC	)	04-51674
JOHN MORRELL & CO	)	04-51846
JOHNSON BROTHERS BEVERAGES INC	)	04-51767
JOHNSONVILLE SAUSAGE CO	)	04-51478
JONES DAIRY FARM	)	04-51491
JONES O'BRIEN	)	04-51471
JOSEPH CAMPIONE INC	)	04-51759
JOSHEN PAPER & PACKAGING INC OF FLORIDA CO.	)	04-51897
JTI MACDONALD CORP	)	04-51533
JUST BORN INC	)	04-51764

KAHILI FAMILY FARM	)	04-51494
)	
KALIL BOTTLING	)	04-52300
)	
KALOTI INTERNATIONAL	)	04-51907
)	
KANE INDUSTRIES CORP	)	04-51484
)	
KAPLAN AND ZUBRIN	)	04-51523
)	
KAWAMATA FARMS LLC	)	04-51526
)	
KAY CHEMICAL CO	)	04-51532
)	
KAYSER-ROTH CORP	)	04-51538
)	
KEMPS FOODS LLC	)	04-51495
)	
KENNY'S CANDY CO	)	04-51515
)	
KIMBERLY-CLARK CORP	)	04-51499
)	
KLEMENT SAUSAGE CO INC	)	04-51770
)	
KLN ENTERPRISES INC	)	04-52301
)	
KNOUSE FOODS INC	)	04-51512
)	
KOZY SHACK ENTERPRISES INC	)	04-51774
)	
LA BREA BAKERY	)	04-52338
)	
LA GLORIA OIL AND GAS CO	)	04-52341
)	
LAKESIDE FOODS INC	)	04-51777
)	
LAND O'LAKES INC	)	04-52344
)	
LANE LIMITED	)	04-51678
)	
LASKO PRODUCTS INC	)	04-51506
)	
LATIN SPECIALTIES INC	)	04-52349
)	
LAZ-TRANS INC	)	04-51520
)	
LEGGETT & PLATT INC	)	04-51496
)	
LEIDY'S INC	)	04-51787

LETTIERI'S INC	)	04-51500
)	
LEWIS BROTHERS BAKERIES INC	)	04-51504
)	
LIGGETT VECTOR BRANDS INC	)	04-51784
)	
LILY CUPS INC	)	04-51509
)	
LINDT & SPRUNGLI USA INC	)	04-51794
)	
LINER OIL CO INC	)	04-51513
)	
LINK SNACKS INC	)	04-51517
)	
LONE STAR BEVERAGE CO	)	04-51925
)	
LONE STAR CONSOLIDATED FOODS INC	)	04-51682
)	
L'OREAL PARIS	)	04-51804
)	
LUCAS WORLD INC	)	04-51521
)	
LYKES MEAT GROUP/ SUNNYLAND	)	04-51525
)	
MA GEDNEY CO	)	04-51811
)	
MADIX STORE FIXTURES	)	04-51530
)	
MALT-O-MEAL CO	)	04-51534
)	
MARCHO FARMS, INC	)	04-51501
)	
MARIGOLD FOODS LLC	)	04-51508
)	
MARJON SPECIALTY FOODS INC	)	04-51514
)	
MARKET EXPRESS TRANS INC	)	04-52364
)	
MARUCHAN, INC	)	04-51522
)	
MAUI PINEAPPLE CO LTD	)	04-52353
)	
MAYFAIR SALES INC	)	04-51528
)	
MCCAIN FOODS USA IN	)	04-51828
)	
MCCORMICK & CO INC	)	04-52355
)	
MCILHENNY CO	)	04-51364

MCKEE FOODS CORP	)	04-51535
)	
MEADWESTVACO CORP	)	04-51544
)	
MECHANICAL SERVANTS INC	)	04-51831
)	
MEDTECH	)	04-51552
)	
MENTHOLATUM CO	)	04-51556
)	
MEOW MIX CO	)	04-51565
)	
METRO BEVERAGE CO	)	04-52303
)	
MEXICAN ACCENT INC	)	04-51368
)	
MID WISCONSIN BEVERAGE INC	)	04-51518
)	
MIDSTATE MILLS INC	)	04-51524
)	
MIELKE OIL CO AND TRANSPORT INC	)	04-51531
)	
MILLBROOK DISTRIBUTION SERVICES	)	04-51536
)	
MINUTE MAID CO	)	04-51898
)	
MOHAVE FOODS	)	04-51541
)	
MOREY'S SEAFOOD INTERNATIONAL LLC	)	04-51543
)	
MORGAN FOODS INC	)	04-51551
)	
MOTT'S INC	)	04-52345
)	
MOYER & SONS INC	)	04-51558
)	
MRS GERRY'S KITCHEN INC	)	04-51564
)	
MRS GRISSOMS SALADS INC	)	04-51919
)	
MRS SMITH'S BAKERIES INC	)	04-52348
)	
MUCCI INTERNATIONAL MARKETING INC	)	04-51582
)	
MUSCO FAMILY OLIVE CO	)	04-51529
)	
NACCO MATERIALS HANDLING GROUP INC	)	04-51539
)	

NCR CORP	)	04-51546
NESTLE ICE CREAM CO LLC	)	04-51929
NESTLE USA	)	04-51941
NESTLE WATERS NORTH AMERICA	)	04-51954
NEW WORLD PASTA	)	04-52302
NEW YORK FROZEN FOODS	)	04-51555
NISSIN FOODS USA CO INC	)	04-51567
NONNI'S FOOD CO INC	)	04-51575
NOVARTIS CONSUMER HEALTH INC	)	04-51880
NUCAL FOODS INC	)	04-51586
NULAIID FOODS INC	)	04-51506
OBERTO SAUSAGE CO	)	04-51900
OCEAN BEAUTY SEAFOODS INC	)	04-51612
ODOM'S TENNESSEE PRIDE SAUSAGE INC	)	04-51616
OLD HOME FOODS INC	)	04-51542
OLD ORCHARD BRANDS LLC	)	04-51549
OLD WORLD INDUSTRIES INC	)	04-51557
OWENS COUNTRY SAUSAGE INC	)	04-51569
P & C PACIFIC BAKERIES INC	)	04-51576
PACE DAIRY FOODS CO	)	04-51583
PACIFIC COAST PRODUCERS	)	04-51684
PAN-O-GOLD BAKING CO	)	04-51781
PARAMOUNT FARMS INC	)	04-51588
PARMAN LUBRICANTS CORP	)	04-52305
PASCO BEVERAGE GROUP LLC	)	04-51595

PEARSON CANDY CO	)	04-51688
PEERLESS COFFEE	)	04-51601
PEGASUS INTERNATIONAL INC	)	04-52306
PENNZOIL/QUAKER STATE COMPANY	)	04-51609
PEPSI COLA COMPANY	)	04-51548
PETROCHEM TRANSPORT INC	)	04-51560
PHARMAVITE LLC	)	04-51566
PIERRE FOODS INC	)	04-51573
PIK-NIK FOODS USA	)	04-51578
PILGRIM'S PRIDE CORP	)	04-51585
PILOT CORPORATION OF AMERICA	)	04-51589
PINNACLE FOODS CORP	)	04-51593
PLACID REFINING CO LLC	)	04-51597
PLAYTEX PRODUCTS INC	)	04-51600
PORKY PRODUCTS INC	)	04-51605
POTANDON PRODUCE LLC	)	04-51547
POTOMAC FARMS DAIRY	)	04-52307
PRAIRIE FARMS DAIRY INC	)	04-51559
PRESTIGE BRANDS INTERNATIONAL	)	04-52435
PROCTER & GAMBLE DISTRIBUTING CO	)	04-51972
PROCTER & GAMBLE INC	)	04-51988
PROFILE FOODS INC	)	04-51563
PURITY WHOLESALE GROCERS INC	)	04-51689
QUAKER OATS COMPANY	)	04-51570
QUALITY BAKERY	)	04-51581

QUIRCH FOODS	)	04-51587
)	
RADIATOR SPECIALTY CO	)	04-51591
)	
RALCORP HOLDINGS INC	)	04-51594
)	
RANIR CORP	)	04-51633
)	
RC INDUSTRIES INC	)	04-51642
)	
REAMES FOODS	)	04-51550
)	
RECKITT BENCKISER INC	)	04-51554
)	
RED GOLD	)	04-51375
)	
REDTAGBIZ, INC.	)	04-51382
)	
REGENT PRODUCTS CORP	)	04-51561
)	
REILY FOODS CO	)	04-51692
)	
REINHART FOODSERVICE INC	)	04-51694
)	
REMBRANDT CORP	)	04-51568
)	
RETURN INC	)	04-51572
)	
REVLON	)	04-51843
)	
REXALL SUNDOWN INC	)	04-51577
)	
RHODES INTERNATIONAL INC	)	04-51584
)	
RICH PRODUCTS CORP	)	04-51590
)	
RICH-SEAPAK CORP	)	04-51598
)	
RJ REYNOLDS TOBACCO CO	)	04-51960
)	
ROARING SPRING WATER	)	04-51603
)	
ROLLING PIN MANUFACTURING CORP	)	04-51696
)	
ROSE PACKING CO INC	)	04-51789
)	
ROTHMANS BENSON & HEDGES INC	)	04-51571
)	
ROYAL FOODS INC	)	04-51970

ROYAL OAK SALES INC	)	04-51579
RS TAIRA FARM	)	04-51574
S&D COFFEE INC	)	04-51580
S&K SALES CO	)	04-51596
SANTA FE NATURAL TOBACCO COMPANY INC	)	04-51978
SARGENTO FOODS INC	)	04-51388
SCHREIBER FOODS INC	)	04-51614
SCHWAN'S CONSUMER BRANDS	)	04-51394
SCHWAN'S FOOD SERVICE INC	)	04-51400
SCRIPTO	)	04-51700
SEABOARD FARMS INC	)	04-51702
SENECA FOODS CORP	)	04-51398
SEQUOIA BEVERAGE CO	)	04-52005
SEVILLE IMPORTS INC	)	04-51705
SEW FRIEL	)	04-52010
SHAMROCK FOODS CO	)	04-51617
SHAWNEE MILLING COMPANY	)	04-52310
SIGNATURE BRANDS LLC	)	04-52314
SIGNATURE FRUIT CO LLC	)	04-51371
SILVER SPRINGS CITRUS INC	)	04-51623
SIMEK'S	)	04-51708
SIMMONS FOODS INC	)	04-51711
SIOUX HONEY ASSOCIATION	)	04-51643
SISTER SCHUBERT'S HOMEMADE ROLLS	)	04-51701

SKYLARK MEATS INC	)	04-52318
)	
SLIM-FAST FOODS CO	)	04-51721
)	
SMITHFIELD DELI GROUP	)	04-51652
)	
SMITHFIELD PACKING CO	)	04-51872
)	
SNACKWORKS LLC	)	04-51667
)	
SOLO CUP CO	)	04-51592
)	
SORRENTO LACTALIS INC	)	04-51706
)	
SOUTH WIN LTD	)	04-51599
)	
SOUTHERN COUNTIES OIL CO	)	04-51604
)	
SPARBOE AGRICULTURAL CORP	)	04-51607
)	
SPECIALTY MEAT GROUP INC	)	04-51610
)	
SPECIALTY STORE SERVICES INC	)	04-51920
)	
SPECTRUM BRANDS	)	04-51613
)	
SPIC AND SPAN CO	)	04-51615
)	
SPRING GLEN FRESH FOODS INC	)	04-51619
)	
STAR MFG. INT'L INC	)	04-51622
)	
STORCK USA LP	)	04-51626
)	
STROEHMANN PENNSYLVANIA DUTCH BAKERS	)	04-51943
)	
SUNBEAM PRODUCTS INC	)	04-51631
)	
SUN-MAID GROWERS OF CALIFORNIA	)	04-51636
)	
SUNSET FARM FOODS INC	)	04-51417
)	
SUNSHINE MILLS INC	)	04-51351
)	
SUNSWEET GROWERS INC	)	04-51602
)	
SUPERIOR DAIRY INC	)	04-51608

SURE SHOT TRUCKING	)	04-51611
SWEDISH MATCH NORTH AMERICA INC	)	04-51630
SWEETHEART	)	04-51637
SWIFT & CO	)	04-51807
SWIRE COCA-COLA USA	)	04-51641
SWISHER INTERNATIONAL INC	)	04-51714
SWISSLAND PACKING CO	)	04-51646
SYROCO A DIVISION OF FISKARS BRANDS INC	)	04-51717
SYSCO FOOD SERVICES OF MODESTO INC	)	04-51650
T MARZETTI COMPANY	)	04-51722
TANNING RESEARCH LABORATORIES INC	)	04-51798
TELCO FOOD PRODUCTS INC	)	04-51654
THE FONDA GROUP INC	)	04-51725
THE HARVARD DRUG GROUP	)	04-51628
THERMO SERV ALADDIN	)	04-51638
TINA'S INC	)	04-51644
TONY'S FINE FOODS	)	04-51649
TOPCO ASSOCIATES LLC	)	04-51657
TOPS MFG CO INC	)	04-51661
TRAILBLAZER FOOD PRODUCTS	)	04-51671
TRANSMONTAIGNE PRODUCT SERVICES, INC.	)	04-51677
TRAVIS MEATS INC	)	04-51681
TRI SALES CO	)	04-51685

TRIDENT SEAFOODS CORP	)	04-51687
TRI-EAGLE BEVERAGE	)	04-51690
TRINIDAD BENHAM CORP	)	04-52354
TURNER HOLDINGS LLC DBA TURNER/COLEMAN DAIRY	)	04-51405
TURTLE WAX INC	)	04-51690
TWIN CITY POULTRY COMPANY	)	04-51625
UNILEVER HPC	)	04-52366
UNION FOODS	)	04-51632
UNITED PLASTICS	)	04-51693
UNITED SALT CORP	)	04-51695
UNITED SUGARS CORP	)	04-51698
UNO FOODS INC	)	04-51422
US ACRYLIC INC	)	04-52324
US FOODSERVICE	)	04-52360
US SMOKELESS TOBACCO BRANDS INC	)	04-52328
VALLEY WIDE BEVERAGE CO	)	04-51955
VALOR	)	04-51648
VELDA FARMS LLC	)	04-51964
VERYFINE PRODUCTS INC	)	04-51655
VICTORY WHOLESALE GROCERS	)	04-51715
VIKING COCA-COLA BOTTLING CO	)	04-51663
VISTAR CORPORATION	)	04-52332
VOGT DISTRIBUTING	)	04-51666
WARDS COVE PACKING CO	)	04-51669

WARREN DISTRIBUTION INC	)	04-51673
)	
WEAVER BROTHERS INC	)	04-51676
)	
WELCH FOODS INC	)	04-51680
)	
WELLS DAIRY INC	)	04-51683
)	
WELLS LAMONT CORP	)	04-51718
)	
WESTCHESTER FIRE INSURANCE CO)	04-52334
)	
WESTERN PETROLEUM CO)	04-51686
)	
WESTFARM FOODS)	04-51620
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WESTWIND RESOURCES INC)	04-51624
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WHIRLEY INDUSTRIES INC)	04-51629
)	
WILLOW BROOK FOODS INC)	04-51984
)	
WINONA PACKING COMPANY INC)	04-51635
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WISCONSIN'S FINEST INC)	04-51640
)	
WM WRIGLEY JR CO)	04-51645
)	
WOLVERINE PACKING CO)	04-51720
)	
WORLD CONFECTIONS INC	)	04-51651
)	
WRIGHT PETROLEUM CO	)	04-51658
)	
WSP INTERNATIONAL	)	04-51723
)	
WYANDOT INC	)	04-51660
)	
WYETH CONSUMER HEALTHCARE	)	04-51664
)	
YOOHOO CHOCOLATE BEVERAGES	)	04-51726
)	
ZATARAIN'S	)	04-51727
)	
Defendants,)	

**MOTION OF FLEMING FOR CONSOLIDATION OF ADVERSARY
PROCEEDINGS AGAINST RECLAMATION CLAIMANTS
AND FOR STAY OF PROCEEDINGS**

1. Fleming has initiated litigation against over five hundred of its vendors, including the Defendant here. These vendors share in common at least two critical things. First, all are reclamation claimants. Second, Fleming contends their reclamation claims are all unsecured and not entitled to priority treatment under 11 U.S.C. § 546(c).

2. Fleming moved on November 22, 2003 for a global determination that the reclamation claims are unsecured because under the circumstances of this case Fleming's secured lenders' liens exceed the value of the reclamation claims. At a hearing on December 12, 2003, the Court did not reach the merits of Fleming's argument, but ruled that Fleming would have to file individual adversary proceedings against each reclamation creditor. Fleming has done that now.

3. The Court also strongly suggested consolidation of the numerous individual adversary proceedings to resolve common issues. The reclamation claimants agreed.

The Court: Well let's go beyond form and talk about substance. If the debtor filed 615 adversaries, I don't suppose that [the reclamation claimants] would argue that they shouldn't be consolidated for purposes of dealing with whatever legal issues may be raised in a motion to dismiss or a motion for partial summary judgment, whichever is appropriate?

Mr. Carrigan: No, Your Honor, we wouldn't. . . . Conceptually, if they filed 616, we wouldn't have any problem dealing with global issues globally. . . . [I]f there are issues of global importance, then they should be dealt [with] globally and not have 616 potentially different results. That seems quite apparent to us, Your Honor.²

* * * * *

² Mr. Carrigan represented the Ad Hoc Reclamation Committee. Capozzola Decl., Ex. A, 8:15-8:23. Fleming uses the broader terminology, "reclamation claimants," as it appears the other reclamation claimants will follow his lead.

The Court: I think you [the Debtors] have to file separate adversaries and file a motion to consolidate on this issue to the extent this issue doesn't implicate the factual differences between all the parties.

Capozzola Decl. Ex. A (December 12, 2003 Hearing Transcript), at 43:21-45:13; 56:7-56:10.

4. Through this motion Fleming now formally requests that the Court adopt the consolidation procedure. The Court should consolidate this adversary proceeding against Defendant with the hundreds of adversary proceedings against other reclamation claimants for the purpose of determining whether the reclamation claimants' claims are collectively unsecured in light of the interests of Fleming's secured lenders.³ Relatedly, the Court should exercise its inherent powers to manage its docket and control discovery so the parties may focus efforts on the global reclamation issues, perhaps in the process resolving preference, equitable subordination, military shipment, rebate deduction, and other issues also existing between Fleming and the reclamation claimants. The balance of this brief provides ample authority for this relief.

The Court Should Order Consolidation.

B. Legal Standards: Courts Order Consolidation For Resolving Common Legal Issues Where Doing So Will Conserve Resources, Speed the Process, Avoid Inconsistent Results, and Serve the Interests of Justice.

5. This Court has jurisdiction to consider the Motion under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), (C), (K), (M), and (O). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

³ Capozzola Decl. Ex. B lists the reclamation claimants.

6. Federal Rule of Civil Procedure 42(a) ("Rule 42(a)"), as applied through Federal Rule of Bankruptcy Procedure 7042, governs consolidation:

When actions involving a **common question of law or fact** are pending before the court, it may order a **joint hearing** or trial of **any or all the matters in issue** in the actions; it may order all the actions consolidated; and **it may make such orders concerning proceedings therein as may tend to avoid unnecessary costs or delay.**

F.R.C.P. 42(a) (emphasis added).

7. As is evident, the Rule authorizes this Court to order a joint hearing on matters common to Fleming's hundreds of adversary proceedings against reclamation claimants. Courts routinely employ Rule 42 consolidation in bankruptcy proceedings.⁴ Consolidated cases do not lose their separate identities, and the Court may limit consolidation to particular issues.⁵

8. When evaluating whether to consolidate matters, courts consider various factors. Principal among those in favor of consolidation are the following:

a. **Conservation of resources.** Consolidation generally economizes court and party resources. 8 Moore's Federal Practice ¶ 42.10(c) (3d ed. 2003) ("Moore's"). Significant savings in these areas weigh in favor of consolidation. *Katz v. Realty Equities Corp.*, 521 F.2d 1354, 1358 (2d Cir. 1975) (use of consolidated complaint held to promote desired objective of judicial economy).

⁴ See, e.g., *Kleven v. Household Bank, F.S.B.*, 334 F.3d 638 (7th Cir. 2003) (over one hundred adversary proceedings consolidated in the bankruptcy court to resolve the question of whether income tax Refund Anticipation Loans comprised voidable preferences); *In re World Auxiliary Power Co.*, 303 F.3d 1120 (9th Cir. 2002) (plaintiffs' adversary proceedings in three different bankruptcies against three different debtors were consolidated).

⁵ *In re Bendectin Litig.*, 857 F.2d 290, 295 (6th Cir. 1988) (trial consolidated for liability phase but plaintiffs' damages trials would be separate); *Greening v. B.F. Goodrich Co.*, 1993 WL 134781 (N.D. Ill. 1993) (cases consolidated on dispositive affirmative defenses but separate for purposes of otherwise establishing liability and damages); 9 Wright & Miller, *Federal Practice and Procedure*, Civil 2d § 2382, p. 430 (1995 ed.) ("Wright and Miller") (actions consolidated under Rule 42(a) do not lose their separate identities).

b. **Expeditious Results.** When consolidation results in a significant savings of time and the avoidance of duplication of effort, courts typically consolidate. Moore's ¶ 42.10(4)(b). Saving time and streamlining efforts are two key factors courts cite in ordering consolidation. *Mut. Life Ins. Co. v. Hillman*, 145 U.S. 285, 286 (1892); *Hendrix v. Raybestos-Manhattan, Inc.*, 776 F.2d 1492, 1495-1497 (11th Cir. 1985).

c. **Avoiding Inconsistent Results.** Consolidating matters often avoids inconsistent or conflicting results. See Moore's ¶ 42.10(d). By eliminating the danger that similarly situated parties might receive inconsistent rulings and findings, consolidation benefits all parties involved. See *Int'l Paving Sys., Inc. v. Van Tulco, Inc.*, 806 F. Supp. 17, 22 (E.D.N.Y. 1992) (consolidated construction litigation with same factual issues of defective condition applicable to both actions could lead to inconsistent results, if not consolidated).

d. **Interests of Justice.** Even if circumstances meet all three of the factors above, courts avoid consolidation where doing so would not serve the interests of justice. *Johnson v. Celotex Corp.*, 899 F.2d 1281, 1285 (2d Cir. 1990); Moore's ¶ 42.10(4)(a). Efficiency must not come at the expense of fairness. *Malcom v. Nat. Gypsum Co.*, 995 F.2d 346, 350 (2d Cir. 1993). Therefore, before consolidating, courts balance the advantages of consolidation against potential pitfalls, such as juror confusion, delay, administrative difficulties, and prejudice to a party.⁶

⁶ See, e.g., *Southwest Marine, Inc. v. Triple A Mach. Shop, Inc.*, 720 F.Supp. 805, 807 (N.D. Cal. 1989) (consolidated trial that confuses the jury does not serve its essential purpose and should be avoided; undue delay also a countervailing concern); *Garber v. Randell*, 477 F.2d 711, 714-716 (2d Cir. 1973) (consolidation would be prejudicial where lead counsel efforts would focus on certain parties at the expense of others); Moore's ¶ 42.10(5)(c) (consolidation inappropriate where administrative difficulties impair the potential for a fair and impartial trial).

C. Consolidating Fleming's Adversary Proceedings Against Reclamation Claimants to Resolve Common Issues of Fact and Law Concerning the Impact of the Secured Lenders' Interests Will Conserve Resources, Speed the Process, Avoid Inconsistent Results, and Serve the Interests of Justice.

9. Viewed against these legal standards it follows that the Court should consolidate the reclamation adversary proceedings for the purposes of determining whether as a matter of law it is even possible for any reclamation claimant to have a claim under *Primary Health Systems*.⁷ Every relevant legal factor favors consolidation.

10. Consolidation will conserve resources. While the precise amount of any specific reclamation claim may be in dispute and will need to be determined later, such a dispute is immaterial for present purposes: as demonstrated in Fleming's November 22, 2003 Combined Amended Reclamation Report and Motion to Determine That Reclamation Claims Are Valueless, the senior secured lenders' claims are more than twice the value of the reclamation claims. The issue therefore becomes purely a legal one with common facts, and there is little point in briefing and hearing it hundreds of times when the reclamation claimants will either stand or fall together on this issue. Efficient briefing also benefits the estate generally by minimizing litigation costs, to the benefit of all creditors.

11. Consolidation will speed the process. Briefing and hearing the matter once instead of over five hundred times obviously hastens the result on this particular issue for

⁷ The Court will recall that Fleming's global argument against reclamation claimants hinged on Fleming's analysis of *Allegiance Healthcare Corp. v. Primary Health Systems, Inc. (In re Primary Health Systems, Inc.)*, 258 B.R. 111, 114 (Bankr. D. Del. 2001) (Walrath, J.), and on Fleming's conclusion that under *Primary Health Systems* the secured lenders' \$609 million in claims exceeded even the aggregate \$280 million in reclamation claims, rendering the reclamation claims unsecured and not entitled to priority treatment under 11 U.S.C. § 546(c). Further discussion of this issue transcends the scope of this motion, but should the Court desire additional analysis Fleming respectfully refers the Court to Fleming's November 22, 2003 Combined Amended Reclamation Report and Motion to Determine that Reclamation Claims are Valueless, at ¶¶ 37 *et seq.*

everyone involved. Additionally, consolidation will avoid repetitive hearings, freeing court time for other matters.

12. Consolidation will avoid inconsistent results. The Court will resolve the threshold legal issue once for all claimants, either simultaneously determining that they are not entitled to § 546(c) treatment, or allowing them all to continue to resolution based on individual, fact-specific issues.

13. Consolidation will serve the interests of justice. As these numerous adversary proceedings are pending before an experienced bankruptcy judge, consolidation presents no risk of confusing the trier of fact. Likewise, there is no risk of delay or administrative difficulties. All parties are presently at the same starting point -- this is not a situation where consolidation would require one case to wait for the other(s) to catch up.

14. Finally, consolidation certainly creates no prejudice to the reclamation claimants, and in fact can only benefit them. Should the Court find against Fleming on the global issue, all the reclamation claims will turn on the remaining individual, fact-specific issues which require resolution in any event. Moreover, reclamation claimants small and large alike are aligned on the issue of the impact of the senior lenders' claims. To the extent small reclamation claimants lack the ability to fully argue their positions, they stand to benefit from the resources their larger brethren will undoubtedly apply. The larger reclamation claimants, for their part, will likely share resources and present a common front.

**The Court Should Stay All Proceedings
Not Directly Related to Resolving the Common Reclamation Issues.**

A. This Court Has the Power to Manage Its Docket and Control Discovery.

15. This Court has the power to control its docket and shape discovery proceedings to promote the effective administration of justice and avoid undue burden or expense. F.R.C.P. 26(c); *Landis v. North American Company*, 299 U.S. 248, 254 (1936) (courts have inherent powers to control their dockets and stay proceedings). Courts frequently exercise this authority to postpone or limit discovery pending the resolution of potentially dispositive motions. *See, e.g., Coastal States Gas Corp. v. Dept. of Energy*, 84 F.R.D. 278, 282 (D. Del. 1979) (stay of discovery pending determination of a dispositive motion is an eminently logical means to prevent wasting the time and effort of all concerned and to make the most efficient use of judicial resources); *Klein v. Lionel corp.*, 18 F.R.D. 184, 186 (D. Del. 1955) (court may enter protective order preventing discovery until after ruling on summary judgment motion).

B. Assuming the Court Consolidates the Adversary Proceedings Pending Resolution of Common Reclamation Issues, the Court Should Stay All Proceedings Not Directly Related to Resolving Those Issues.

16. Should the Court consolidate these matters, the Court, Fleming, and the reclamation claimants mutually anticipate prompt motions practice to resolve Fleming's contention that under *Primary Health Systems* the reclamation claims are collectively valueless. *See Capozzola Decl. Ex. A at 41:11-45:14* (reclamation claimants representing to the Court they would not contest consolidation "for purposes of dealing with whatever legal issues may be raised in a motion to dismiss or a motion for partial summary judgment").

17. Consolidation will pave the way for effective and coordinated discovery, which in the first instance the Court should limit to only investigating any disputed facts directly bearing on the *Primary Health Systems* issue. Other issues pertaining to individual reclamation claims under 11 U.S.C. § 546(c), such as when Fleming received goods from the various reclamation claimants, will necessarily be intensely data driven, and therefore burdensome and time-consuming. The Court should exercise its authority under Rule 26(c) and prohibit any discovery on individual reclamation issues until after the Court resolves the global issue.

18. Additionally, courts often postpone proceedings when doing so may result in settlement. *See, e.g., Volmar Distributors, Inc. v. New York Post Co.*, 152 F.R.D. 36, 39-42 (S.D.N.Y. 1993) (staying discovery pending result in another action which may encourage settlement of the matter before the court); *GPAC, Inc. v. D.W.W. Enterprises, Inc.*, 144 F.R.D. 60, 66 (D.N.J. 1992) (stay of proceedings, including discovery, granted in part to encourage a settlement without further court intervention). The Court should apply this logic here.

19. Specifically, the Court should postpone all activities on the other aspects of Fleming's adversary proceedings against the reclamation claimants. Fleming's adversary complaints against applicable reclamation claimants include (but are not limited to) preference claims, claims for equitable subordination, claims for shipments to military installations, and claims for funds due under various rebate and vendor deduction programs.⁸ *Cf.* F.R.C.P. 18(a) (party asserting a claim may join as many claims as it has against an opposing party). The Court's decision on the common reclamation issue will have a significant financial impact, one

⁸ Fleming has not completed its investigation of all possible claims, and reserves its rights to supplement or amend to assert any claims, including but not limited to equitable subordination

way or the other, which will likely shift settlement incentives on reclamation issues specifically as well as with regard to all issues generally outstanding between Fleming and those vendors who are reclamation claimants. Exploring these issues, whether through discovery, motions practice, or any other proceeding, is likely to be wasteful and is certain to be burdensome. The Court should therefore expressly prohibit any activity unrelated to the contemplated motions practice on the common reclamation issue.

Conclusion and Relief Requested

20. As the Court suggested it would do (to the agreement of the reclamation claimants themselves), this Court can and should consolidate the proceedings. The Court should also stay discovery and other unrelated proceedings pending the outcome of the critical common reclamation issue. All relevant legal considerations weigh in favor of doing so. Fleming

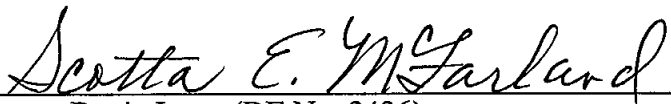
therefore respectfully requests that the Court invoke Rule 42(a) and consolidate Fleming's adversary proceedings against the reclamation claimants, including Defendant here, to resolve the common reclamation issue, staying proceedings on individual reclamation and all other issues in the meantime.

Dated: February 3, 2004

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Co-Counsel for Debtors and Debtors in Possession

ALLTRISTA CONSUMER PRODUCTS CO)	04-51634
ALTADIS USA	)	04-51707
AMERICAN BOTTLING CO	)	04-51419
AMERICAN DISTRIBUTING CO	)	04-51429
AMERICAN FOODS GROUP	)	04-52419
AMERICAN GREETINGS CORP	)	04-51389
AMERICAN ITALIAN PASTA CO	)	04-51366
AMERICAN LICORICE CO	)	04-51378
ARDEN COMPANIES	)	04-51741
ARROW PLASTIC MANUFACTURING CO	)	04-51359
ATEECO INC	)	04-51799
ATKINS NUTRITIONALS INC	)	04-51747
AURORA FOODS INC	)	04-52323
B & G FOODS INC	)	04-51374
B ROSEN & SONS INC	)	04-51639
BAGCRAFT PACKAGING LLC	)	04-51749
BARBER PRODUCE, INC	)	04-51381
BARILLA AMERICA INC	)	04-52327
BAUSCH & LOMB	)	04-52331
BC STOCKING DISTRIBUTING	)	04-51386
BEAVER MEADOW CREAMERY INC	)	04-51349
BEAVER ST FISHERIES INC	)	04-51352
BEER NUTS INC	)	04-51355
BEIERSDORF INC	)	04-51357
BEL/KAUKAUNA USA	)	04-51392

BELL CARTER FOODS INC	)	04-51361
)	
BERKS PACKING CO INC	)	04-51363
)	
BERN & KOPPSTEIN FOODS DIVISION	)	04-51367
)	
BERNATELLO'S PIZZA INC	)	04-51373
)	
BERNICK CO	)	04-51383
)	
BIC USA INC	)	04-52335
)	
BIERY CHEESE CO	)	04-51384
)	
BIMBO BAKERIES USA	)	04-52339
)	
BINNEY & SMITH INC	)	04-51756
)	
BIRCHWOOD FOODS - KENOSHA	)	04-51354
)	
BLISTEX INC	)	04-51358
)	
BLUE BELL CREAMERIES LP	)	04-51362
)	
BLUE DIAMOND	)	04-51370
)	
BOB EVANS FARMS	)	04-51348
)	
BORGES USA	)	04-52425
)	
BRACH'S	)	04-51771
)	
BRAKEBUSH BROTHERS INC	)	04-51647
)	
BREWSTER DAIRY INC	)	04-51653
)	
BRIMHALL FOODS CO INC	)	04-52342
)	
BRINKMANN CORP	)	04-51377
)	
BUFFALO DON'S ARTESIAN WELLS LTD	)	04-51393
)	
BUNZL USA INC	)	04-51397
)	
BUSH BROTHERS & CO	)	04-51404
)	
CAINS FOODS LP	)	04-51409
)	
CAMECO INC	)	04-51656

CAMINO REAL FOODS INC	)	04-51659
CANTISANO FOODS INC	)	04-52428
CARAVAN PRODUCTS INC	)	04-51662
CARMA LABORATORIES INC	)	04-51665
CARTHAGE CUP	)	04-51365
CASTLEBERRY/SNOWS BRANDS INC	)	04-51379
CAVENDISH FARMS	)	04-51372
CCDA WATERS LLC	)	04-51385
CE DE CANDY INC	)	04-51824
CENEX HARVEST STATES COOPERATIVES	)	04-52347
CERTIFIED FOODS CORP	)	04-51416
CHATTEM INC	)	04-51421
CHEF SOLUTIONS INC	)	04-51427
CHIAPPETTI WHOLESALE MEAT CO	)	04-51431
CHIPPER BEEF JERKY	)	04-51399
CHURCH & DWIGHT CO INC	)	04-51974
CITGO PETROLEUM CORP	)	04-51407
CLEMENT PAPPAS & CO INC	)	04-51390
CLEMENTS FOODS CO	)	04-51836
CLOROX SALES CO	)	04-51369
COCA COLA ENTERPRISES INC	)	04-51360
CODY KRAMER IMPORTS	)	04-51376
COLESON FOODS INC	)	04-51425
COLONNA BROTHERS INC	)	04-51420
COMBE INC	)	04-51424

COMMONWEALTH WHOLESALE CORP	)	04-51855
CONAGRA FOODS	)	04-52298
CONSOLIDATED BROKERAGE CO INC	)	04-51670
CONTINENTAL MILLS INC	)	04-52325
CONWOOD COMPANY LP	)	04-52352
CORPORATE CONNECTION	)	04-51426
CORPORATE EXPRESS INC	)	04-51803
CROWLEY FOODS LLC	)	04-52337
CRYSTAL FARMS	)	04-51428
CUMBERLAND SWAN	)	04-51410
DADE PAPER & BAG CO INC	)	04-51418
DAIRY MAID FOODS	)	04-51403
DAKOTA PREMIUM FOODS LLC	)	04-51867
DALE'S SAUCES INC	)	04-51414
DANNON CO INC	)	04-51396
DART DISTRIBUTING LLC	)	04-51391
DAWN FOOD PRODUCTS INC	)	04-51380
DEL MONTE CORP	)	04-51981
DEL MONTE FRESH PRODUCE CO	)	04-51992
DEL PHARMACEUTICALS INC	)	04-51430
DEL'S PASTRY LTD	)	04-51812
DESTINATION PRODUCTS INTERNATIONAL LTD	)	04-51435
DEXSI FINANCE CO LLC	)	04-51442
DIABLO BEVERAGE	)	04-51387

DIAL CORP	)	04-51406
DIETZ & WATSON	)	04-51412
DIRECT SOURCE INTERNATIONAL INC	)	04-51423
DIXIE PRODUCE & PACKAGING INC	)	04-51401
DLM FOODS	)	04-51786
DOANE PET CARE	)	04-51395
DOLE FRESH FLOWERS INC	)	04-51675
DOLE PACKAGED FOODS INC	)	04-51462
DOMINO FOODS INC	)	04-51466
DONAGHY SALES LLC	)	04-51797
DORCY	)	04-51474
DOT FOODS INC	)	04-51483
DOWNEY WHOLESALE INC	)	04-52357
DR PEPPER/SEVEN-UP BOTTLING GROUP INC	)	04-51785
DREYERS/EDY'S GRAND ICE CREAM	)	04-51432
DURO BAG MFG CO	)	04-51679
DYNO MERCHANDISE	)	04-51448
EAGLE FAMILY FOODS INC	)	04-52439
EASTER UNLIMITED INC	)	04-51454
EASTMAN KODAK CO	)	04-51672
EDDINS-WALCHER CO	)	04-51441
EDISON LIQUOR CORP	)	04-51433
EDWARDS FINE FOODS INC	)	04-51437
EDWARDS OIL INC	)	04-51444

EL ENCANTO INC DBA BUENO FOODS	)	04-51449
EMPIRE PACKING CO LP DBA LEDBETTER PACKING CO	)	04-51455
EPOCA INC	)	04-51806
EVERFRESH FOOD CORP	)	04-51460
EXPRESS TRADING INC	)	04-51464
FABRI-KAL CORP	)	04-51748
FAMOUS PRODUCTS INC	)	04-51475
FARM FRESH FOOD SUPPLIERS INC	)	04-51481
FAUCET QUEEN	)	04-51434
FAULTLESS STARCH BON AMI CO	)	04-51436
FERRARA PAN CANDY CO	)	04-51443
FERRERO USA INC	)	04-51447
FIELDALE FARMS CORP	)	04-51452
FISH HOUSE FOODS INC	)	04-51456
FLOWERS FOODS	)	04-51839
FOODMATCH INC	)	04-51461
FOSTER FARMS	)	04-51470
FOX PACKAGING CO	)	04-51477
FRANKFORD CANDY & CHOCOLATE CO	)	04-51463
FRESH MARK	)	04-51805
FRITO-LAY INC	)	04-51820
FRONT END SERVICES	)	04-51469
FUTURE FOODS LTD	)	04-51473
G.L. MEZZETTA INC	)	04-51476

GAETA IMPORTS INC	)	04-51445
GAMESA USA INC	)	04-51453
GARY-WILLIAMS ENERGY CORP	)	04-51458
GENERAL PRODUCE CO LTD	)	04-52309
GEORGE WESTON BAKERIES INC	)	04-51850
GERBER PRODUCTS CO	)	04-51438
GFA BRANDS INC	)	04-51451
GILCO ENTERPRISES	)	04-51440
GILLETTE CO	)	04-51492
GILSTER MARY LEE CORP	)	04-51502
GIORGIO FOODS INC	)	04-51510
GOLD EAGLE CO	)	04-52398
GOLD KIST INC	)	04-51833
GOLD PURE FOOD PRODUCTS CO INC	)	04-51516
GOLD'N PLUMP FARMS LP	)	04-51479
GOOD HUMOR BREYERS ICE CREAM	)	04-51859
GOPHER NEWS INC	)	04-51450
GORTONS INC	)	04-51467
GOYA FOODS INC	)	04-52316
GRAF CREAMERY INC	)	04-51457
GRAY & CO	)	04-51487
GREAT LAKES KRAUT CO	)	04-52321
GREEN BAY PACKAGING INC	)	04-51439
GSM INDUSTRIES	)	04-52329
GTS PREPAID, INC.	)	04-51507

GWALTNEY OF SMITHFIELD LTD	)	04-52402
H & H DISTRIBUTING OF ANN ARBOR LLC	)	04-51519
HAMMER CORPORATION	)	04-51527
HAND HELD	)	04-52333
HANOVER FOODS CORP	)	04-51537
HARTLEYS WHOLESALE PRODUCE	)	04-51459
HARTZ MOUNTAIN CORP	)	04-51482
HARVEST OF THE SEA	)	04-51490
HATCO CORP	)	04-51486
HAWAIIAN POPCORN	)	04-51497
HEINZ NORTH AMERICA	)	04-51868
HELUVA GOOD CHEESE INC	)	04-51446
HERITAGE FOODS	)	04-51411
HI COUNTY-CORONA INC	)	04-52340
HI-COUNTRY FOODS CORP	)	04-51415
HILL'S PET NUTRITION INC & SUBSIDIARIES	)	04-51750
HIRZEL CANNING CO	)	04-51498
HORMEL FOODS CORP	)	04-51503
HOUSTON'S INC	)	04-51505
HP HOOD INC	)	04-51511
HUISH DETERGENTS INC	)	04-52343
IMPACT GROUP	)	04-51885
IMPERIAL DISTRIBUTING INC & DIAMOND CRYSTAL BRANDS INC)	04-52350

IMPERIAL SUGAR COMPANY)	04-51465
)	
INGRAM ENTERTAINMENT INC)	04-51472
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INTEGRITY MARKETING AND SALES LLP)	04-51485
)	
INTERNATIONAL FOOD GROUP INC)	04-52359
)	
INTERNATIONAL FOOD PRODUCTS INC	)	04-51493
)	
INTERNATIONAL MULTIFOODS CORP	)	04-51480
)	
INTERSTATE BRANDS COMPANIES	)	04-51837
)	
IOWA PACKING COMPANY	)	04-51489
)	
IRVING TISSUE INC	)	04-51540
)	
ISG TECHNOLOGY INC DBA INTEGRATED SOLUTION GROUP	)	04-51545
)	
J & J SNACK FOODS CORP	)	04-52430
)	
J.M. SMUCKER CO	)	04-51553
)	
JERGENS	)	04-51562
)	
JOHN MIDDLETON INC	)	04-51674
)	
JOHN MORRELL & CO	)	04-51846
)	
JOHNSON BROTHERS BEVERAGES INC	)	04-51767
)	
JOHNSONVILLE SAUSAGE CO	)	04-51478
)	
JONES DAIRY FARM	)	04-51491
)	
JONES O'BRIEN	)	04-51471
)	
JOSEPH CAMPIONE INC	)	04-51759
)	
JOSHEN PAPER & PACKAGING INC OF FLORIDA CO.	)	04-51897
)	
JTI MACDONALD CORP	)	04-51533
)	
JUST BORN INC	)	04-51764

KAHILI FAMILY FARM	)	04-51494
)	
KALIL BOTTLING	)	04-52300
)	
KALOTI INTERNATIONAL	)	04-51907
)	
KANE INDUSTRIES CORP	)	04-51484
)	
KAPLAN AND ZUBRIN	)	04-51523
)	
KAWAMATA FARMS LLC	)	04-51526
)	
KAY CHEMICAL CO	)	04-51532
)	
KAYSER-ROTH CORP	)	04-51538
)	
KEMPS FOODS LLC	)	04-51495
)	
KENNY'S CANDY CO	)	04-51515
)	
KIMBERLY-CLARK CORP	)	04-51499
)	
KLEMENT SAUSAGE CO INC	)	04-51770
)	
KLN ENTERPRISES INC	)	04-52301
)	
KNOUSE FOODS INC	)	04-51512
)	
KOZY SHACK ENTERPRISES INC	)	04-51774
)	
LA BREA BAKERY	)	04-52338
)	
LA GLORIA OIL AND GAS CO	)	04-52341
)	
LAKESIDE FOODS INC	)	04-51777
)	
LAND O'LAKES INC	)	04-52344
)	
LANE LIMITED	)	04-51678
)	
LASKO PRODUCTS INC	)	04-51506
)	
LATIN SPECIALTIES INC	)	04-52349
)	
LAZ-TRANS INC	)	04-51520
)	
LEGGETT & PLATT INC	)	04-51496
)	
LEIDY'S INC	)	04-51787

LETTIERI'S INC	)	04-51500
)	
LEWIS BROTHERS BAKERIES INC	)	04-51504
)	
LIGGETT VECTOR BRANDS INC	)	04-51784
)	
LILY CUPS INC	)	04-51509
)	
LINDT & SPRUNGLI USA INC	)	04-51794
)	
LINER OIL CO INC	)	04-51513
)	
LINK SNACKS INC	)	04-51517
)	
LONE STAR BEVERAGE CO	)	04-51925
)	
LONE STAR CONSOLIDATED FOODS INC	)	04-51682
)	
L'OREAL PARIS	)	04-51804
)	
LUCAS WORLD INC	)	04-51521
)	
LYKES MEAT GROUP/ SUNNYLAND	)	04-51525
)	
MA GEDNEY CO	)	04-51811
)	
MADIX STORE FIXTURES	)	04-51530
)	
MALT-O-MEAL CO	)	04-51534
)	
MARCHO FARMS, INC	)	04-51501
)	
MARIGOLD FOODS LLC	)	04-51508
)	
MARJON SPECIALTY FOODS INC	)	04-51514
)	
MARKET EXPRESS TRANS INC	)	04-52364
)	
MARUCHAN, INC	)	04-51522
)	
MAUI PINEAPPLE CO LTD	)	04-52353
)	
MAYFAIR SALES INC	)	04-51528
)	
MCCAIN FOODS USA IN	)	04-51828
)	
MCCORMICK & CO INC	)	04-52355
)	
MCILHENNY CO	)	04-51364

MCKEE FOODS CORP	)	04-51535
)	
MEADWESTVACO CORP	)	04-51544
)	
MECHANICAL SERVANTS INC	)	04-51831
)	
MEDTECH	)	04-51552
)	
MENTHOLATUM CO	)	04-51556
)	
MEOW MIX CO	)	04-51565
)	
METRO BEVERAGE CO	)	04-52303
)	
MEXICAN ACCENT INC	)	04-51368
)	
MID WISCONSIN BEVERAGE INC	)	04-51518
)	
MIDSTATE MILLS INC	)	04-51524
)	
MIELKE OIL CO AND TRANSPORT INC	)	04-51531
)	
MILLBROOK DISTRIBUTION SERVICES	)	04-51536
)	
MINUTE MAID CO	)	04-51898
)	
MOHAVE FOODS	)	04-51541
)	
MOREY'S SEAFOOD INTERNATIONAL LLC	)	04-51543
)	
MORGAN FOODS INC	)	04-51551
)	
MOTT'S INC	)	04-52345
)	
MOYER & SONS INC	)	04-51558
)	
MRS GERRY'S KITCHEN INC	)	04-51564
)	
MRS GRISSOMS SALADS INC	)	04-51919
)	
MRS SMITH'S BAKERIES INC	)	04-52348
)	
MUCCI INTERNATIONAL MARKETING INC	)	04-51582
)	
MUSCO FAMILY OLIVE CO	)	04-51529
)	
NACCO MATERIALS HANDLING GROUP)	
INC	)	04-51539

NCR CORP	)	04-51546
NESTLE ICE CREAM CO LLC	)	04-51929
NESTLE USA	)	04-51941
NESTLE WATERS NORTH AMERICA	)	04-51954
NEW WORLD PASTA	)	04-52302
NEW YORK FROZEN FOODS	)	04-51555
NISSIN FOODS USA CO INC	)	04-51567
NONNI'S FOOD CO INC	)	04-51575
NOVARTIS CONSUMER HEALTH INC	)	04-51880
NUCAL FOODS INC	)	04-51586
NULAD FOODS INC	)	04-51506
OBERTO SAUSAGE CO	)	04-51900
OCEAN BEAUTY SEAFOODS INC	)	04-51612
ODOM'S TENNESSEE PRIDE SAUSAGE INC	)	04-51616
OLD HOME FOODS INC	)	04-51542
OLD ORCHARD BRANDS LLC	)	04-51549
OLD WORLD INDUSTRIES INC	)	04-51557
OWENS COUNTRY SAUSAGE INC	)	04-51569
P & C PACIFIC BAKERIES INC	)	04-51576
PACE DAIRY FOODS CO	)	04-51583
PACIFIC COAST PRODUCERS	)	04-51684
PAN-O-GOLD BAKING CO	)	04-51781
PARAMOUNT FARMS INC	)	04-51588
PARMAN LUBRICANTS CORP	)	04-52305
PASCO BEVERAGE GROUP LLC	)	04-51595

PEARSON CANDY CO	)	04-51688
PEERLESS COFFEE	)	04-51601
PEGASUS INTERNATIONAL INC	)	04-52306
PENNZOIL/QUAKER STATE COMPANY	)	04-51609
PEPSI COLA COMPANY	)	04-51548
PETROCHEM TRANSPORT INC	)	04-51560
PHARMAVITE LLC	)	04-51566
PIERRE FOODS INC	)	04-51573
PIK-NIK FOODS USA	)	04-51578
PILGRIM'S PRIDE CORP	)	04-51585
PILOT CORPORATION OF AMERICA	)	04-51589
PINNACLE FOODS CORP	)	04-51593
PLACID REFINING CO LLC	)	04-51597
PLAYTEX PRODUCTS INC	)	04-51600
PORKY PRODUCTS INC	)	04-51605
POTANDON PRODUCE LLC	)	04-51547
POTOMAC FARMS DAIRY	)	04-52307
PRAIRIE FARMS DAIRY INC	)	04-51559
PRESTIGE BRANDS INTERNATIONAL	)	04-52435
PROCTER & GAMBLE DISTRIBUTING CO	)	04-51972
PROCTER & GAMBLE INC	)	04-51988
PROFILE FOODS INC	)	04-51563
PURITY WHOLESALE GROCERS INC	)	04-51689
QUAKER OATS COMPANY	)	04-51570
QUALITY BAKERY	)	04-51581

QUIRCH FOODS	)	04-51587
)	
RADIATOR SPECIALTY CO	)	04-51591
)	
RALCORP HOLDINGS INC	)	04-51594
)	
RANIR CORP	)	04-51633
)	
RC INDUSTRIES INC	)	04-51642
)	
REAMES FOODS	)	04-51550
)	
RECKITT BENCKISER INC	)	04-51554
)	
RED GOLD	)	04-51375
)	
REDTAGBIZ, INC.	)	04-51382
)	
REGENT PRODUCTS CORP	)	04-51561
)	
REILY FOODS CO	)	04-51692
)	
REINHART FOODSERVICE INC	)	04-51694
)	
REMBRANDT CORP	)	04-51568
)	
RETURN INC	)	04-51572
)	
REVLON	)	04-51843
)	
REXALL SUNDOWN INC	)	04-51577
)	
RHODES INTERNATIONAL INC	)	04-51584
)	
RICH PRODUCTS CORP	)	04-51590
)	
RICH-SEAPAK CORP	)	04-51598
)	
RJ REYNOLDS TOBACCO CO	)	04-51960
)	
ROARING SPRING WATER	)	04-51603
)	
ROLLING PIN MANUFACTURING CORP	)	04-51696
)	
ROSE PACKING CO INC	)	04-51789
)	
ROTHMANS BENSON & HEDGES INC	)	04-51571
)	
ROYAL FOODS INC	)	04-51970

ROYAL OAK SALES INC	)	04-51579
RS TAIRA FARM	)	04-51574
S&D COFFEE INC	)	04-51580
S&K SALES CO	)	04-51596
SANTA FE NATURAL TOBACCO COMPANY INC	)	04-51978
SARGENTO FOODS INC	)	04-51388
SCHREIBER FOODS INC	)	04-51614
SCHWAN'S CONSUMER BRANDS	)	04-51394
SCHWAN'S FOOD SERVICE INC	)	04-51400
SCRIPTO	)	04-51700
SEABOARD FARMS INC	)	04-51702
SENECA FOODS CORP	)	04-51398
SEQUOIA BEVERAGE CO	)	04-52005
SEVILLE IMPORTS INC	)	04-51705
SEW FRIEL	)	04-52010
SHAMROCK FOODS CO	)	04-51617
SHAWNEE MILLING COMPANY	)	04-52310
SIGNATURE BRANDS LLC	)	04-52314
SIGNATURE FRUIT CO LLC	)	04-51371
SILVER SPRINGS CITRUS INC	)	04-51623
SIMEK'S	)	04-51708
SIMMONS FOODS INC	)	04-51711
SIOUX HONEY ASSOCIATION	)	04-51643
SISTER SCHUBERT'S HOMEMADE ROLLS	)	04-51701

SKYLARK MEATS INC	)	04-52318
SLIM-FAST FOODS CO	)	04-51721
SMITHFIELD DELI GROUP	)	04-51652
SMITHFIELD PACKING CO	)	04-51872
SNACKWORKS LLC	)	04-51667
SOLO CUP CO	)	04-51592
SORRENTO LACTALIS INC	)	04-51706
SOUTH WIN LTD	)	04-51599
SOUTHERN COUNTIES OIL CO	)	04-51604
SPARBOE AGRICULTURAL CORP	)	04-51607
SPECIALTY MEAT GROUP INC	)	04-51610
SPECIALTY STORE SERVICES INC	)	04-51920
SPECTRUM BRANDS	)	04-51613
SPIC AND SPAN CO	)	04-51615
SPRING GLEN FRESH FOODS INC	)	04-51619
STAR MFG. INT'L INC	)	04-51622
STORCK USA LP	)	04-51626
STROEHMANN PENNSYLVANIA DUTCH BAKERS	)	04-51943
SUNBEAM PRODUCTS INC	)	04-51631
SUN-MAID GROWERS OF CALIFORNIA	)	04-51636
SUNSET FARM FOODS INC	)	04-51417
SUNSHINE MILLS INC	)	04-51351
SUNSWEET GROWERS INC	)	04-51602
SUPERIOR DAIRY INC	)	04-51608

SURE SHOT TRUCKING	)	04-51611
)	
SWEDISH MATCH NORTH AMERICA INC	)	04-51630
)	
SWEETHEART	)	04-51637
)	
SWIFT & CO	)	04-51807
)	
SWIRE COCA-COLA USA	)	04-51641
)	
SWISHER INTERNATIONAL INC	)	04-51714
)	
SWISSLAND PACKING CO	)	04-51646
)	
SYROCO A DIVISION OF FISKARS BRANDS INC	)	04-51717
)	
SYSCO FOOD SERVICES OF MODESTO INC	)	04-51650
)	
T MARZETTI COMPANY	)	04-51722
)	
TANNING RESEARCH LABORATORIES INC	)	04-51798
)	
TELCO FOOD PRODUCTS INC	)	04-51654
)	
THE FONDA GROUP INC	)	04-51725
)	
THE HARVARD DRUG GROUP	)	04-51628
)	
THERMO SERV ALADDIN	)	04-51638
)	
TINA'S INC	)	04-51644
)	
TONY'S FINE FOODS	)	04-51649
)	
TOPCO ASSOCIATES LLC	)	04-51657
)	
TOPS MFG CO INC	)	04-51661
)	
TRAILBLAZER FOOD PRODUCTS	)	04-51671
)	
TRANSMONTAIGNE PRODUCT SERVICES, INC.	)	04-51677
)	
TRAVIS MEATS INC	)	04-51681
)	
TRI SALES CO	)	04-51685

TRIDENT SEAFOODS CORP	)	04-51687
)	
TRI-EAGLE BEVERAGE	)	04-51690
)	
TRINIDAD BENHAM CORP	)	04-52354
)	
TURNER HOLDINGS LLC DBA)	
TURNER/COLEMAN DAIRY	)	04-51405
)	
TURTLE WAX INC	)	04-51690
)	
TWIN CITY POULTRY COMPANY	)	04-51625
)	
UNILEVER HPC	)	04-52366
)	
UNION FOODS	)	04-51632
)	
UNITED PLASTICS	)	04-51693
)	
UNITED SALT CORP	)	04-51695
)	
UNITED SUGARS CORP	)	04-51698
)	
UNO FOODS INC	)	04-51422
)	
US ACRYLIC INC	)	04-52324
)	
US FOODSERVICE	)	04-52360
)	
US SMOKELESS TOBACCO BRANDS INC	)	04-52328
)	
VALLEY WIDE BEVERAGE CO	)	04-51955
)	
VALOR	)	04-51648
)	
VELDA FARMS LLC	)	04-51964
)	
VERYFINE PRODUCTS INC	)	04-51655
)	
VICTORY WHOLESALE GROCERS	)	04-51715
)	
VIKING COCA-COLA BOTTLING CO	)	04-51663
)	
VISTAR CORPORATION	)	04-52332
)	
VOGT DISTRIBUTING	)	04-51666
)	
WARDS COVE PACKING CO	)	04-51669

WARREN DISTRIBUTION INC	)	04-51673
)	
WEAVER BROTHERS INC	)	04-51676
)	
WELCH FOODS INC	)	04-51680
)	
WELLS DAIRY INC	)	04-51683
)	
WELLS LAMONT CORP	)	04-51718
)	
WESTCHESTER FIRE INSURANCE CO	)	04-52334
)	
WESTERN PETROLEUM CO	)	04-51686
)	
WESTFARM FOODS	)	04-51620
)	
WESTWIND RESOURCES INC	)	04-51624
)	
WHIRLEY INDUSTRIES INC	)	04-51629
)	
WILLOW BROOK FOODS INC	)	04-51984
)	
WINONA PACKING COMPANY INC	)	04-51635
)	
WISCONSIN'S FINEST INC	)	04-51640
)	
WM WRIGLEY JR CO	)	04-51645
)	
WOLVERINE PACKING CO	)	04-51720
)	
WORLD CONFECTIONS INC	)	04-51651
)	
WRIGHT PETROLEUM CO	)	04-51658
)	
WSP INTERNATIONAL	)	04-51723
)	
WYANDOT INC	)	04-51660
)	
WYETH CONSUMER HEALTHCARE	)	04-51664
)	
YOOHOO CHOCOLATE BEVERAGES	)	04-51726
)	
ZATARAIN'S	)	04-51727
)	
Defendants,)	

**ORDER ON MOTION OF FLEMING FOR CONSOLIDATION OF
ADVERSARY PROCEEDINGS AGAINST RECLAMATION
CLAIMANTS AND FOR STAY OF PROCEEDINGS**

Having considered the papers filed by the parties, oral argument as may have been necessary, and the record in this matter, and good cause otherwise appearing, it is hereby

ORDERED as follows:

1. The above-captioned adversary proceedings are consolidated for purposes of evaluating and resolving the common issue of whether Fleming's lenders' claims render all reclamation claims unsecured and not entitled to priority treatment under 11 U.S.C. § 546(c); and,

2. Until such time as this common issue is resolved, all discovery proceedings and other proceedings not directly related to resolving the common issue are stayed until further notice.

Dated: _____, 2004

Honorable Mary F. Walrath
United States Bankruptcy Court

DECLARATION OF DAMIAN D. CAPOZZOLA

1. I am an attorney licensed by the State Bar of California (SBN 186412) and a litigation partner with Kirkland & Ellis, LLP. I am admitted *pro hac vice* to represent the Debtors in the above-captioned bankruptcy proceedings. I have been involved on Debtors' behalf in various adversary proceedings and contested matters, including reclamation issues. I know the following through my day to day work in this case and my familiarity with the issues.

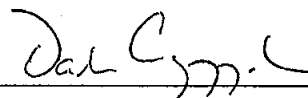
2. Exhibit A to this Declaration contains true and correct excerpts from the hearing before this Court on December 12, 2003.

3. Exhibit B to this Declaration is a chart listing, among other things, the identities of the reclamation claimants against whom Fleming has brought adversary proceedings on or about February 2, 2004.

//

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: February 2, 2004, Los Angeles, CA

A handwritten signature in dark ink, appearing to read "Damian Capozzola", is written over a horizontal line.

Damian Capozzola

Exhibit A

12/12/2003 Special Hearing

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

IN RE: . Case No. 03-10945 (MFW)
. .
FLEMING COMPANIES, INC., .
et al., . 824 Market Street
. Wilmington, Delaware 19801
Debtors. .
. December 12, 2003
. 11:39 a.m.

TRANSCRIPT OF SPECIAL HEARING
BEFORE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY COURT JUDGE

APPEARANCES:

For the Debtors: Pachulski, Stang, Ziehl, Young,
Jones & Weintraub
By: LAURA DAVIS JONES, ESQ.
CHRISTOPHER J. LHULIER, ESQ.
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Wilmington, Delaware 19899
Pachulski, Stang, Ziehl, Young,
Jones & Weintraub, P.C.
By: IRA D. KHARASCH, ESQ.
(by telephone)
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Los Angeles, CA 90067
Kirkland & Ellis
By: JAMES H.M. SPRAYREGAN, ESQ.
200 East Randolph Drive
Chicago, Illinois 60601

Audio Operator: Lesa Neal

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12/12/2003 Special Hearing

APPEARANCES: (Continued)

For Kroger, Prairie Farms Destination Products, Divil, Sunshine Mills:	Ashby & Geddes By: WILLIAM BOWDEN, ESQ. 222 Delaware Avenue, 17th Floor P.O. Box 1150 Wilmington, Delaware 19899
For Acting U.S. Trustee:	U.S. Department of Justice By: JOSEPH McMAHON, ESQ. Wilmington, DE
For Unsecured Creditors Committee:	Pepper Hamilton, LLP By: WILLIAM BETTINGER, ESQ. 1201 Market Street, Suite 1600 P.O. Box 1709 Wilmington, Delaware 19899 Milbank Tweed Hadley & McCloy By: DENNIS DUNNE, ESQ. 1 Chase Manhattan Plaza New York, New York 10005-1413
For Coca Cola:	Stevens & Lee By: JOSEPH GREY, ESQ. 300 Delaware Avenue, Suite 800 Wilmington, Delaware 19801
For Sara Lee Corp., Quaker Oats, Kraft Foods, IGA, Inc., IGA USA, Inc., Nestle USA, Inc., ConAgra, S.C. Johnson & Son, Co., Kraft Foods, NA, Inc.	Piper Rudnick, LLP By: MARIA RUARK, ESQ. 6225 Smith Avenue Baltimore, Maryland 21209 Blank Rome, LLP By: JASON W. STAIB, ESQ. Chase Manhattan Centre 1201 Market Street Suite 800 Wilmington, DE 19801 Piper Rudnick, LLP By: DANIEL J. CARRIGAN, ESQ. 1200 Nineteenth Street, N.W. Washington, DC 20036-2412

12/12/2003 Special Hearing

APPEARANCES: (Continued)

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et al.:

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For J.M. Smucker:

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Sargento Foods, Joseph
Campione, Inc. & Odom's
Tennessee Pride Sausage:

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Wilmington, DE 19801

Co-Counsel:

Kirkland & Ellis
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(by telephone)

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Conopco:

Monzack and Monaco, P.A.
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Wilmington, DE 19899

12/12/2003 Special Hearing

APPEARANCES: (Continued)

For GE Consumer Products,
et al.:

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Suite 1000
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For Western Sugar
Cooperative, Pennzoil/
Quaker State:

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By: PAUL PATTERSON, ESQ.
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For Rich Products, Sorrento
Rothman Benson & Hedges:

Bifferato, Bifferato & Gentilotti
By: JOSEPH KOURY, ESQ.
Buckner Building
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P.O. Box 2165
Wilmington, DE 19899

For Daymon Worldwide ISG
Tech; Middleton; Swedish:

Cozen O'Connor
By: JOHN J. CARROLL, ESQ.
Chase Manhattan Centre
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Suite 1400
Wilmington, DE 19801

For Hatco, Renhart,
Castleberry's:

The Bayard Firm
By: CHRISTOPHER P. SIMON, ESQ.
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P.O. Box 25130
Wilmington, DE 19899

For Welch Foods; Reckitt
Benckiser:

McCarter & English
By: THOMAS D. WALSH, ESQ.
Mellon Bank Center
919 Market Street
Suite 1800
Wilmington, DE 19899

For Hatfield:

Morris, Nichols, Arsht & Tunnell
By: JAMES CARIGNAN, ESQ.
1201 North Market Street
P.O. Box 1347
Wilmington, DE 19899

12/12/2003 Special Hearing

APPEARANCES: (Continued)

For Reily Food Co.:	Oberly, Jennings & Rhodunda, P.A. By: KAREN SULLIVAN, ESQ. 800 Delaware Avenue P.O. Box 2054 Wilmington, Delaware 19899-2054
For Express Trading:	McCullough & McKenty By: GERALD HAGER, ESQ. P.O. Box 397 Wilmington, Delaware
For Lenders/Agents:	Greenberg Traurig , LLP By: SCOTT D. COUSINS, ESQ. 1000 West Street Wilmington, DE 19801
For Dr. Pepper, et al.:	Ferry, Joseph & Pearce, P.A. By: JASON POWELL, ESQ. 824 Market Street Suite 904 P.O. Box 1351 Wilmington, DE 19899
For H.J. Heinz Co., LP, Glaxo SmithKline:	Reed Smith, LLP By: KURT F. GWYNNE, ESQ. 1201 Market Street Suite 1500 Wilmington, DE 19801
For Kellogg:	Warner, Stevens & Doby By: DAVID COHEN, ESQ. (by telephone) 301 Commerce Street, Suite 1700 Fort Worth, Texas 76102
For Food Marketing Group:	Togut Segal & Togut By: NEIL BERGER, ESQ. (by telephone) One Penn Plaza New York, New York 10119

12/12/2003 Special Hearing

APPEARANCES: (Continued)

For Affiliated Companies
Dean Foods Co., Specialty
Foods Group & Morningstar
Farms:

For BP:

Munsch Hardt Kopf & Harr

By: JAY H. ONG, ESQ.

(by telephone)

600 Congress Avenue, Suite 2900

Austin, Texas 78701

Kelley Drye & Warren LLP

By: DEBRA SUDOCK, ESQ.

(by telephone)

101 Park Avenue

New York, New York 10178

Womble Carlyle Sandridge & Rice

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12/12/2003 Special Hearing

1 THE COURT: Good morning.

2 MS. JONES: Good morning, Your Honor. Laura Davis
3 Jones of Pachulski, Stang, Ziehl, Young, Jones, and Weintraub
4 on behalf of Fleming Companies and the related debtors. Your
5 Honor, there were two matters scheduled for hearing this
6 morning.

7 If I may refer the Court to the amended notice of
8 agenda, the first was the Mountain West Jubilee Store Owners'
9 motion for a preliminary injunction. Your Honor may recall
10 that this was originally scheduled back on December 12 and has
11 been continued to its own hearing date on March 1.

12 Your Honor, the second matter was the motion to defer
13 a response with respect to the reclamation claims. Your Honor,
14 I'm going to yield to counsel with respect to that.

15 MR. CARRIGAN: Good morning, Your Honor. Daniel
16 Carrigan, Piper Rudnick, with Maria Chavez-Ruark of Piper
17 Rudnick, and Jason Staib of Blank Rome for the movants as well
18 as a number of other of our clients that have joined in the
19 motion.

20 THE COURT: Yes. You need not mention everybody
21 who's joined.

22 MR. CARRIGAN: Thank you, Your Honor. I'm not sure I
23 could. Your Honor, as we looked at the combined amended
24 reclamation report and motion, what we viewed it as was
25 essentially a request for declaratory relief of two types. The

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1 first, based on the debtors' understanding of the Court's
2 decision in Primary Health or reading of the Court's decision
3 in Primary Health, that in determining whether or not
4 reclamation claims or reclamation rights have validity in a
5 bankruptcy case under 546(c), you compare the value of each
6 reclamation creditors inventory to the total amount of secured
7 debt, and if the value of that inventory -- each individual
8 creditors' inventory is less than the total amount of secured
9 debt, then reclamation rights are extinguished.

10 Secondly, the debtors argue that the pay down motion
11 which the Court approved a week ago today, has extinguished the
12 debtors' -- excuse me -- the reclamation rights in this case
13 because of the payment of proceeds under that order to the
14 secured lenders. In responding to that, Your Honor -- and the
15 response date is, of course, currently set for Tuesday -- it
16 was our view that it was not enough just to say the debtors are
17 wrong and to explain why the debtors are wrong, but just as the
18 debtors included part two of their motion in a -- out of
19 caution that they would not waive or lose any defenses or
20 arguments or claims, it would be incumbent upon us not only to
21 say that they're wrong and identify the reasons that they're
22 wrong about the tests but also to articulate the tests that
23 should be applied whether under Primary Health or otherwise,
24 and the facts that would entitle us to relief under those
25 tests.

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1 shall have any adverse affect on the reclamation claims by
2 various reclamation claimants." Your Honor, I do not
3 understand the -- frankly, the distinctions that the debtors
4 are seeking to draw between the argument that they made in
5 their papers and what it is that they're purporting to do now.
6 Perhaps that ought to be made clear before we go any further in
7 writing that we can address instead of having to address a
8 motion that clearly says that the pay down extinguished our
9 rights.

10 Your Honor, the other thing that strikes us is that
11 in terms of dealing with this narrow legal issue, the debtor
12 says that it's important to get this done quickly. Let's posit
13 for the moment that we deal with this narrow legal issue, and,
14 hopefully, we even do it in a manner that positions the legal
15 issue within the facts that have been relevant in the various
16 cases that have addressed reclamation rights in bankruptcy.

17 Where are we if the debtor loses? We're no further
18 down the road than we are right now. We've got to start, what,
19 another motion by the debtors or a motion by the reclamation
20 vendors? If the Court were to conclude that the debtors are --
21 have the wrong test as a matter of law on either the -- what
22 they call the snapshot approach or what they call the wait and
23 see approach, then we've got to start all over again.

24 Your Honor, what we're suggesting is if they want to
25 move this thing forward and get it to a conclusion, is that we

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1 do it the way that the rules under the adversary proceedings
2 allow us to do it. There's a complaint, there's an answer,
3 then there are appropriate motions. We can put the things in
4 context, and we can decide them, and if the Court concludes say
5 on a cross motion for summary judgment or what have you that
6 they've got the wrong tests, but we've got the right tests,
7 then we can go on, and we can address the factual issues that
8 are clearly going to be there on what we believe to be at least
9 one of the right tests which is the all inventory versus all
10 debt -- all the secured debt.

11 And in that regard, Your Honor, I might point out
12 that according to the debtors' schedules and the testimony that
13 the debtors put on at the beginning of this case, there's
14 between 680 and 690 million dollars worth of inventory in place
15 as of the date of the filing. Now if that's the case, and
16 let's say the debt is \$450 million of non-contingent liability
17 to secured creditors, there's a heck of a lot of equity
18 available for reclamation claims -- reclamation rights to be
19 acknowledged. Your Honor, that's basically where we're coming
20 from.

21 THE COURT: Well let's go beyond form and talk about
22 substance. If the debtor filed 615 adversaries, I don't
23 suppose that you would argue that they shouldn't be
24 consolidated for purposes of dealing with whatever legal issues
25 may be raised in a motion to dismiss or a motion for partial

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1 summary judgment, whichever is appropriate?

2 MR. CARRIGAN: No, Your Honor, we wouldn't. We
3 wouldn't, except that -- let me point out one thing. This was
4 in response to the comments about the trade lien program.

5 THE COURT: Yes.

6 MR. CARRIGAN: Your Honor, I believe the way that
7 comes up essentially is that the trade lien program was sold in
8 part with the idea that if you signed up for the trade lien
9 program, you wouldn't have to deal with this kind of an
10 argument on your reclamation. You got a lien. You got an
11 administrative expense, and you put this argument about
12 valuation or invalidity or what have you behind you, except
13 under the 2702 tests. It's my understanding that's the way it
14 works.

15 One of our clients, ConAgra, has -- is a member of
16 the trade lien program. Now what ConAgra has been told is that
17 because of debtors' belief that ConAgra didn't comply with the
18 terms of the trade lien program during the bankruptcy, that
19 they have lost their status as a trade lien program participant
20 and have lost their rights in the protections of the trade lien
21 program. So even people that are in the trade lien program on
22 an individual case-by-case basis may find themselves out of the
23 trade lien program and have a stake in this thing, and we don't
24 know that right now, and you're only going to be able to tell
25 that on a case-by-case basis, depending on what defenses the

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1 debtors raise that you're out of the program, and, therefore,
2 you lost the benefits.

3 So, no, Your Honor. Conceptually, if they filed 616,
4 we wouldn't have any problem with dealing with global issues
5 globally. Perhaps some of the smaller creditors that are here
6 today would even want a class to deal with it or maybe a
7 committee. Our clients -- I can't advocate that, but our
8 clients are willing to stand on their own feet and go forward.
9 But maybe others do, and if there are issues of global
10 importance, then they should be dealt globally and not have 616
11 potentially different results. That seems quite apparent to
12 us, Your Honor. Is that responsive?

13 THE COURT: Yes.

14 MR. CARRIGAN: Thank you, Your Honor.

15 MR. SPRAYREGAN: I am glad Mr. Carrigan actually
16 brought up the issue of ConAgra and the trade lien program.
17 Mr. Carrigan is correct that we -- creditors who elected to
18 participate in the trade lien program did not properly abide by
19 that, and at some point in time there may be action taken with
20 respect to that. We don't see that that impacts or affects
21 going forward on everything else. We said we're not seeking to
22 proceed with respect to the participants in the trade lien
23 program right now. If that comes up later, we can deal with it
24 at that point in time. We -- ultimately --

25 THE COURT: No, but --

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1 MR. SPRAYREGAN: I'm sorry.

2 THE COURT: So they don't get notice of this, and
3 they don't have the right to have their interests heard when I
4 decide this issue globally?

5 MR. SPRAYREGAN: Absolutely, they have the right to
6 participate. They're on notice already, and --

7 THE COURT: On notice of what? That you don't want
8 this to apply to the trade lien creditors.

9 MR. SPRAYREGAN: No, Your Honor. What I'm saying is
10 we're not asking that it apply to the trade lien creditors.
11 That doesn't mean we're waiving our right to say that somebody
12 who was in that trade lien program shouldn't be thrown out for
13 not properly complying with this Court's orders concerning
14 that.

15 THE COURT: And after the fact being bound by a
16 decision I made globally with respect to the reclamation
17 rights.

18 MR. SPRAYREGAN: Absolutely not, Your Honor, that's
19 -- we're saying if it comes up, then we'll deal with that on a
20 one off basis at that point in time. We are not seeking to do
21 that. Alternatively, Your Honor, we're happy to have them
22 participate to protect their rights. In this we're not --
23 again, there seems to be a allegation here that we're trying to
24 make it difficult for people to protect their rights here. We
25 just want to move forward, as the Court noted, and deal with

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1 come up in the ordinary course.

2 THE COURT: Yes, I don't -- I'll leave it to the
3 parties to decide what mechanism, but I think that certainly to
4 the extend the legal issue that you're asserting in part one
5 does, in fact, have broad applicability as to all, I'd be happy
6 to consolidate it. Again I'm not deciding whether anybody has
7 a factual issue or some other reason why they believe they're
8 not subject to or shouldn't appropriately be subject to being
9 decided as part of a consolidated ruling.

10 MR. SPRAYREGAN: So I'm clear, Your Honor, are you
11 requiring that we file 606 separate adversary proceedings, or
12 can we file it as one and have multiple parties? It's going to
13 be a horrendous expense to the estate to file 600 and some odd
14 adversary proceedings, so we would request that we'd be able to
15 do that by one adversary. It's not unusual to have multiple
16 defendants and different counts apply in different ways. We
17 don't really think it'll have much complexity to that issue.
18 Again --

19 THE COURT: And the administrative office says you
20 can't file on preference against many defendants.

21 MR. SPRAYREGAN: Understand, but we don't think --
22 this isn't a preference action.

23 THE COURT: Well --

24 MR. GWYNNE: It would be one long trial, Your Honor.

25 THE COURT: Yes, if we get past part one. Part two

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1 clearly is specific to everybody else.

2 MR. SPRAYREGAN: Absolutely, but that can be dealt
3 with by counts, the same as it can be dealt with by separate
4 adversary proceedings.

5 THE COURT: I don't think so.

6 MR. SPRAYREGAN: Separate counts.

7 THE COURT: No, I don't think so. I think you have
8 to file separate adversaries and file a motion to consolidate
9 on this issue to the extent this issue doesn't implicate the
10 factual differences between all the parties.

11 MR. SPRAYREGAN: Okay. That's all we have for today.

12 MS. CASHMAN: Just for clarification, does this mean
13 that Donigan Fuels' claimants will have to go through the
14 expense of defending separate adversary proceedings before the
15 main underlying adversary proceeding is decided?

16 THE COURT: Well I don't know whether they're going
17 to sue you now or not.

18 MS. CASHMAN: Well I don't neither. That's what I'm
19 concerned about now.

20 MR. SPRAYREGAN: Nor do I.

21 THE COURT: So we'll say that might be one of the
22 factual differences people have. All right. Anybody else?

23 ALL: Thank you, Your Honor.

24 THE COURT: All right. We'll stand adjourned.

25 * * * * *

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CERTIFICATION

I, PATRICIA C. REPKO, court approved transcriber,
certify that the foregoing is a correct transcript from the
official electronic sound recording of the proceedings in the
above-entitled matter.

Date: December 23, 2003

PATRICIA C. REPKO

Exhibit B

Number	Cardholder Name	Law Firm	DOCX ASSIST	Revised Date	CAL REQ	Payments	New Value	Mid Payment	Overruns	Post-Session	Pre-Session	Total Dedications	History	Unpaid Cost	Total Cost
1	3M	P	\$921,480.24	\$97,140.24	\$0.00	\$53,518.52	\$720,167.72	\$62,947.80	\$123,143.01	\$18,240.33	\$389,407.72	\$27,944.65	\$0.00	\$0.00	\$466,538.38
2	ABGI Complex Business Group LLC	K	\$10,893.60	\$10,893.60	\$0.00	\$150,014.12	\$96,983.24	\$60,030.88	\$64,795.23	\$57,613.31	\$333,640.10	\$0.00	\$0.00	\$0.00	\$606,070.80
3	ACE Pool Companies Inc	K	\$680,800.65	\$680,720.40	\$0.00	\$52,912,422.30	\$5,423,507.14	\$3,357,407	\$0.00	\$0.00	\$174,797.91	\$330,120.01	\$40,766.70	\$0.00	\$1,026,497.92
4	Adams & Bockels Inc	K	\$4,503.93	\$4,503.93	\$0.00	\$2,341.34	\$27,507.14	\$3,357.40	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$3,757.77
5	Adventus Beverage Corp	K	\$9,404.50	\$9,404.50	\$0.00	\$97,227.52	\$38,614.07	\$38,614.07	\$150,759.63	\$140,917.83	\$41,542.30	\$181,860.15	\$0.00	\$0.00	\$308,992.94
6	Adventure Brands LLC	K	\$157,177.35	\$157,177.35	\$0.00	\$26,667.64	\$283,815.41	\$149,522.77	\$33,201.27	\$0.00	\$0.00	\$16,614.96	\$0.00	\$0.00	\$97,468.33
7	Advanced Fuel Foods Corp	K	\$177,716.35	\$177,716.35	\$0.00	\$283,815.41	\$27,203.14	\$78,353.40	\$78,353.40	\$228,703.11	\$80,141.86	\$104,204.39	\$0.00	\$33,320.00	\$363,629.35
8	AER Packaging Inc	K	\$107,200.93	\$107,200.93	\$0.00	\$64,778.39	\$38,924.99	\$38,924.99	\$78,353.40	\$228,703.11	\$111,044.29	\$189,460.91	\$0.00	\$0.00	\$689,994.12
9	ANL Packaging Corp	K	\$216,254.02	\$216,254.02	\$0.00	\$2,313,607.91	\$717,648.97	\$400,101.94	\$3,656.96	\$2,317.94	\$9,227.03	\$11,520.78	\$0.00	\$0.00	\$506,995.94
10	Albino Crane USA Inc	P	\$117,282.66	\$117,282.66	\$0.00	\$1,117,703.31	\$717,648.97	\$108,681.70	\$2,317.94	\$9,227.03	\$11,520.78	\$0.00	\$0.00	\$0.00	\$41,995.94
11	Allen Crane Ltd	K	\$0.00	\$144,686.98	\$0.00	\$1,117,703.31	\$717,648.97	\$108,681.70	\$2,317.94	\$9,227.03	\$11,520.78	\$0.00	\$0.00	\$0.00	\$41,995.94
12	Allen Crane Ltd	K	\$218,355.21	\$218,355.21	\$0.00	\$84,313.67	\$1,077,904.37	\$300,427.64	\$11,283.55	\$71,686.12	\$32,671.82	\$104,927.94	\$0.00	\$0.00	\$4,975.95
13	All-Laminar Products	K	\$3,505.38	\$3,505.38	\$0.00	\$2,353.46	\$81,596.87	\$152,700.38	\$203,186.11	\$233,291.28	\$0.00	\$298,566.78	\$0.00	\$0.00	\$565,616.90
14	Allstar Consumer Products Co	K	\$1,071,079.60	\$1,071,079.60	\$0.00	\$148,744.55	\$81,596.87	\$152,700.38	\$203,186.11	\$233,291.28	\$0.00	\$298,566.78	\$0.00	\$0.00	\$565,616.90
15	American Building Co	K	\$171,201.88	\$171,201.88	\$0.00	\$15,245.27	\$1,169,222.30	\$214,130.20	\$0.00	\$284,515.69	\$55,335.61	\$340,051.30	\$0.00	\$0.00	\$1,143,920.32
16	American Distributing Co	K	\$102,698.52	\$102,698.52	\$0.00	\$30,242.38	\$1,339,992.64	\$110,115.58	\$102,686.93	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,442,688.52
17	American Fuel Corp	K	\$94,719.46	\$94,719.46	\$0.00	\$25,707.03	\$24,467.65	\$102,686.93	\$30,300.78	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,442,688.52
18	American Fuel Corp	K	\$156,320.27	\$156,320.27	\$0.00	\$326,834.04	\$318,333.36	\$397,461.43	\$0.00	\$387,311.87	\$54,688.94	\$1,086,272.72	\$39,777.53	\$0.00	\$1,245,695.83
19	American Fuel Corp	K	\$123,964.90	\$123,964.90	\$0.00	\$1,055,383.20	\$989,827.50	\$359,980.70	\$0.00	\$1,317,152.28	\$33,688.74	\$1,917,878.91	\$0.00	\$0.00	\$3,909,200.24
20	American Fuel Corp	K	\$123,964.90	\$123,964.90	\$0.00	\$1,055,383.20	\$989,827.50	\$359,980.70	\$0.00	\$1,317,152.28	\$33,688.74	\$1,917,878.91	\$0.00	\$0.00	\$3,909,200.24
21	American Fuel Corp	K	\$123,964.90	\$123,964.90	\$0.00	\$1,055,383.20	\$989,827.50	\$359,980.70	\$0.00	\$1,317,152.28	\$33,688.74	\$1,917,878.91	\$0.00	\$0.00	\$3,909,200.24
22	American Safety Razor Co	P	\$164,665.88	\$164,665.88	\$0.00	\$151,466.75	\$164,190.52	\$90,335.26	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$46,235.53
23	Arrow Pacific Manufacturing Co	K	\$36,637.61	\$36,637.61	\$0.00	\$151,466.75	\$164,190.52	\$90,335.26	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$46,235.53
24	Arrow Pacific Manufacturing Co	K	\$36,637.61	\$36,637.61	\$0.00	\$151,466.75	\$164,190.52	\$90,335.26	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$46,235.53
25	Arrow Pacific Manufacturing Co	K	\$36,637.61	\$36,637.61	\$0.00	\$151,466.75	\$164,190.52	\$90,335.26	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$46,235.53
26	Arrow Pacific Manufacturing Co	K	\$36,637.61	\$36,637.61	\$0.00	\$151,466.75	\$164,190.52	\$90,335.26	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$46,235.53
27	Arrow Pacific Manufacturing Co	K	\$36,637.61	\$36,637.61	\$0.00	\$151,466.75	\$164,190.52	\$90,335.26	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$46,235.53
28	Arrow Pacific Manufacturing Co	K	\$36,637.61	\$36,637.61	\$0.00	\$151,466.75	\$164,190.52	\$90,335.26	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$46,235.53
29	B & G Foods Inc	K	\$24,725.41	\$24,725.41	\$0.00	\$1,171,933.63	\$60,211.85	\$27,886.16	\$13,888.05	\$14,368.63	\$81,412.92	\$30,284.06	\$0.00	\$0.00	\$228,801.13
30	B & G Foods Inc	K	\$24,725.41	\$24,725.41	\$0.00	\$1,171,933.63	\$60,211.85	\$27,886.16	\$13,888.05	\$14,368.63	\$81,412.92	\$30,284.06	\$0.00	\$0.00	\$228,801.13
31	B & G Foods Inc	K	\$24,725.41	\$24,725.41	\$0.00	\$1,171,933.63	\$60,211.85	\$27,886.16	\$13,888.05	\$14,368.63	\$81,412.92	\$30,284.06	\$0.00	\$0.00	\$228,801.13
32	B & G Foods Inc	K	\$24,725.41	\$24,725.41	\$0.00	\$1,171,933.63	\$60,211.85	\$27,886.16	\$13,888.05	\$14,368.63	\$81,412.92	\$30,284.06	\$0.00	\$0.00	\$228,801.13
33	B & G Foods Inc	K	\$24,725.41	\$24,725.41	\$0.00	\$1,171,933.63	\$60,211.85	\$27,886.16	\$13,888.05	\$14,368.63	\$81,412.92	\$30,284.06	\$0.00	\$0.00	\$228,801.13
34	Bayer Corp	P	\$146,118.80	\$146,118.80	\$0.00	\$2,217,964.21	\$2,217,964.21	\$1,815,584.30	\$786,410.00	\$188,431.27	\$23,148,838	\$23,148,838	\$0.00	\$0.00	\$1,259,500.15
35	BC Stocking Distributing	K	\$112,398.94	\$112,398.94	\$0.00	\$25,350.78	\$25,350.78	\$25,350.78	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
36	Beaver Milk Dairy Company Inc	K	\$115,960.93	\$115,960.93	\$0.00	\$77,838.84	\$39,295.99	\$55,456.22	\$129,443.39	\$14,025.14	\$0.00	\$0.00	\$0.00	\$0.00	\$187,631.66
37	Beaver Milk Dairy Company Inc	K	\$115,960.93	\$115,960.93	\$0.00	\$77,838.84	\$39,295.99	\$55,456.22	\$129,443.39	\$14,025.14	\$0.00	\$0.00	\$0.00	\$0.00	\$187,631.66
38	Beaver Milk Dairy Company Inc	K	\$115,960.93	\$115,960.93	\$0.00	\$77,838.84	\$39,295.99	\$55,456.22	\$129,443.39	\$14,025.14	\$0.00	\$0.00	\$0.00	\$0.00	\$187,631.66
39	Beaver Milk Dairy Company Inc	K	\$115,960.93	\$115,960.93	\$0.00	\$77,838.84	\$39,295.99	\$55,456.22	\$129,443.39	\$14,025.14	\$0.00	\$0.00	\$0.00	\$0.00	\$187,631.66
40	Beck's Food Inc	K	\$118,054.89	\$118,054.89	\$0.00	\$54,196.38	\$106,715.09	\$7,883.60	\$13,987.35	\$13,987.35	\$20,441.26	\$39,501.58	\$0.00	\$0.00	\$76,519,011.93
41	Beck's Food Inc	K	\$118,054.89	\$118,054.89	\$0.00	\$54,196.38	\$106,715.09	\$7,883.60	\$13,987.35	\$13,987.35	\$20,441.26	\$39,501.58	\$0.00	\$0.00	\$76,519,011.93
42	Beck's Food Inc	K	\$118,054.89	\$118,054.89	\$0.00	\$54,196.38	\$106,715.09	\$7,883.60	\$13,987.35	\$13,987.35	\$20,441.26	\$39,501.58	\$0.00	\$0.00	\$76,519,011.93
43	Beck's Food Inc	K	\$118,054.89	\$118,054.89	\$0.00	\$54,196.38	\$106,715.09	\$7,883.60	\$13,987.35	\$13,987.35	\$20,441.26	\$39,501.58	\$0.00	\$0.00	\$76,519,011.93
44	Beck's Food Inc	K	\$118,054.89	\$118,054.89	\$0.00	\$54,196.38	\$106,715.09	\$7,883.60	\$13,987.35	\$13,987.35	\$20,441.26	\$39,501.58	\$0.00	\$0.00	\$76,519,011.93
45	Beck's Food Inc	K	\$118,054.89	\$118,054.89	\$0.00	\$54,196.38	\$106,715.09	\$7,883.60	\$13,987.35	\$13,987.35	\$20,441.26	\$39,501.58	\$0.00	\$0.00	\$76,519,011.93
46	Beck's Food Inc	K	\$118,054.89	\$118,054.89	\$0.00	\$54,196.38	\$106,715.09	\$7,883.60	\$13,987.35	\$13,987.35	\$20,441.26	\$39,501.58	\$0.00	\$0.00	\$76,519,011.93
47	Beck's Food Inc	K	\$118,054.89	\$118,054.89	\$0.00	\$54,196.38	\$106,715.09	\$7,883.60	\$13,987.35	\$13,987.35	\$20,441.26	\$39,501.58	\$0.00	\$0.00	\$76,519,011.93
48	Beck's Food Inc	K	\$118,054.89	\$118,054.89	\$0.00	\$54,196.38	\$106,715.09	\$7,883.60	\$13,987.35	\$13,987.35	\$20,441.26	\$39,501.58	\$0.00	\$0.00	\$76,519,011.93
49	Beck's Food Inc	K	\$118,054.89	\$118,054.89	\$0.00	\$54,196.38	\$106,715.09	\$7,883.60	\$13,987.35	\$13,987.35	\$20,441.26	\$39,501.58	\$0.00	\$0.00	\$76,519,011.93
50	Beck's Food Inc	K	\$118,054.89	\$118,054.89	\$0.00	\$54,196.38	\$106,715.09	\$7,883.60	\$13,987.35	\$13,987.35	\$20,441.26	\$39,501.58	\$0.00	\$0.00	\$76,519,011.93
51	Beck's Food Inc	K	\$118,054.89	\$118,054.89	\$0.00	\$54,196.38	\$106,715.09	\$7,883.60	\$13,987.35	\$13,987.35	\$20,441.26	\$39,501.58	\$0.00	\$0.00	\$76,519,011.93
52	Beck's Food Inc	K	\$118,054.89	\$118,054.89	\$0.00	\$54,196.38	\$106,715.09	\$7,883.60	\$13,987.35	\$13,987.35	\$20,441.26	\$39,501.58	\$0.00	\$0.00	\$76,519,011.93
53	Beck's Food Inc	K	\$118,054.89	\$118,054.89	\$0.00	\$54,196.38	\$106,715.09	\$7,883.60	\$13,987.35	\$13,987.35	\$20,441.26	\$39,501.58	\$0.00	\$0.00	\$76,519,011.93
54	Beck's Food Inc	K	\$118,054.89	\$118,054.89	\$0.00	\$54,196.38	\$106,715.09	\$7,883.60	\$13,987.35	\$13,987.35	\$20,441.26	\$39,501.58	\$0.00	\$0.00	\$76,519,011.93
55	Beck's Food Inc	K	\$118,054.89	\$118,054.89	\$0.00	\$54,196.38	\$106,715.09	\$7,883.60	\$13,987.35	\$13,987.35	\$20,441.26	\$39,501.58	\$0.00	\$0.00	\$76,519,011.93
56	Beck's Food Inc	K	\$118,054.89	\$118,054.89	\$0.00	\$54,196.38	\$106,715.09	\$7,883.60	\$13,987.35	\$13,987.35	\$20,441.26	\$39,501.58	\$0.00	\$0.00	\$76,519,011.93
57	Beck's Food Inc	K	\$118,054.89	\$118,054.89	\$0.00	\$54,196.38	\$106,715.09	\$7,883.60	\$13,987.35	\$13,987.35	\$20,441.26	\$39,501.58	\$0.00	\$0.00	\$76,519,011.93
58	Beck's Food Inc	K	\$118,054.89	\$118,054.89	\$0.00	\$54,196.38	\$106,715.09	\$7,883.60	\$13,987.35	\$13,987.35	\$20,441.26	\$39,501.58	\$0.00	\$0.00	\$76,519,011.93
59	Beck's Food Inc	K	\$118,054.89	\$118,054.89	\$0.00	\$54,196.38	\$106,715.09	\$7,883.60	\$13,987.35	\$13,987.35	\$20,441.26	\$39,501.58	\$0.00	\$0.00	\$76,519,011.93
60	Beck's Food Inc	K	\$118,054.89	\$118,054.89	\$0.00	\$54,196.38	\$106,715.09	\$7,883.60	\$13,987.35	\$13,987.35	\$20,441.26	\$39,501.58	\$0.00	\$0.00	\$76,519,011.93
61	Beck's Food Inc	K	\$118,054.89	\$118,054.89	\$0.00	\$54,196.38	\$106,715.09	\$7,883.60	\$13,987.35	\$13,987.35	\$20,441.26	\$39,501.58	\$0.00	\$0.00	\$76,519,011.93
62	Beck's Food Inc	K	\$118,054.89	\$118,054.89	\$0.00	\$54,196.38	\$106,715.09	\$7,883.60	\$13,987.35	\$13,987.35	\$20,441.26	\$39,501.58	\$0.00	\$0.00	\$76,519,011.93
63	Beck's Food Inc	K	\$118,054.89	\$118,054.89	\$0.00	\$54,196.38	\$106,715.09	\$7,883.60	\$13,987.35	\$13,987.35	\$20,441.26	\$39,501.58	\$0.00	\$0.00	\$76,519,011.93
64	Beck's Food Inc	K	\$118,054.89	\$118,054.89	\$0.00	\$54,196.38									

Number	Cardinal Name	Law Firm	DOCS ASSET	Revised Claim	Revised Date	CAL RECL	Revised Date	Payment	New Value	Net Payment	Overwrite	Post Deduct	Pre Deduct	Total Deduct	Million	Unpaid Cal	Total Claim
85	Chet Solutions Inc	K	\$25,153.49	\$25,153.49	01-Apr-03	\$0.00		\$25,153.49	\$25,153.49	\$25,153.49	\$0.00	\$25,153.49	\$0.00	\$25,153.49	\$0.00	\$0.00	\$25,153.49
86	Chippewab Wildlife Meat Co	K	\$2,592.84	\$4,794.84	21-Mar-03	\$0.00		\$4,794.84	\$1,202.00	\$4,794.84	\$0.00	\$4,794.84	\$0.00	\$4,794.84	\$0.00	\$0.00	\$4,794.84
87	Chippewab Wildlife Meat Co	K	\$3,503.68	\$3,503.68	09-Apr-03	\$5,388.00		\$5,388.00	\$3,503.68	\$5,388.00	\$0.00	\$5,388.00	\$0.00	\$5,388.00	\$0.00	\$0.00	\$5,388.00
88	Chippewab Wildlife Meat Co	P	\$260,866.69	\$260,866.69	28-Mar-03	\$2,443,473.86		\$2,443,473.86	\$2,443,473.86	\$2,443,473.86	\$0.00	\$2,443,473.86	\$0.00	\$2,443,473.86	\$0.00	\$0.00	\$2,443,473.86
89	Church & Dwight Co Inc	K	\$762,788.60	\$762,788.60	01-Apr-03	\$154,780.67		\$154,780.67	\$8,410.13	\$154,780.67	\$225,728.21	\$154,780.67	\$0.00	\$154,780.67	\$0.00	\$0.00	\$154,780.67
90	CITCO Petroleum Corp	K	\$151,433.78	\$151,433.78	02-Apr-03	\$0.00		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
91	Clement Paper & Co Inc	K	\$216,539.88	\$216,539.88	28-Mar-03	\$61,798.38		\$61,798.38	\$387,462.93	\$61,798.38	\$0.00	\$61,798.38	\$0.00	\$61,798.38	\$0.00	\$0.00	\$61,798.38
92	Clement Paper Co	K	\$120,499.05	\$120,499.05	02-Apr-03	\$57,355.33		\$57,355.33	\$63,642.93	\$57,355.33	\$0.00	\$57,355.33	\$0.00	\$57,355.33	\$0.00	\$0.00	\$57,355.33
93	Coffey Corp	P	\$153,591.83	\$153,591.83	02-Apr-03	\$13,850,292.92		\$13,850,292.92	\$27,748,325.23	\$13,850,292.92	\$0.00	\$13,850,292.92	\$0.00	\$13,850,292.92	\$0.00	\$0.00	\$13,850,292.92
94	Coca Cola Bottling Inc	K	\$1,380,879.56	\$1,380,879.56	01-Apr-03	\$10,281,449.60		\$10,281,449.60	\$27,938,837.50	\$10,281,449.60	\$0.00	\$10,281,449.60	\$0.00	\$10,281,449.60	\$0.00	\$0.00	\$10,281,449.60
95	Coca Cola Bottling Inc	K	\$748,000.00	\$748,000.00	01-Apr-03	\$72,094.32		\$72,094.32	\$32,938.38	\$72,094.32	\$0.00	\$72,094.32	\$0.00	\$72,094.32	\$0.00	\$0.00	\$72,094.32
96	Cody Kramers Imports	K	\$272,648.40	\$272,648.40	04-Apr-03	\$27,039.79		\$27,039.79	\$23,609.61	\$27,039.79	\$0.00	\$27,039.79	\$0.00	\$27,039.79	\$0.00	\$0.00	\$27,039.79
97	Coffee Bean International	P	\$4,704.04	\$4,704.04	04-Apr-03	\$25,719.01		\$25,719.01	\$23,609.61	\$25,719.01	\$0.00	\$25,719.01	\$0.00	\$25,719.01	\$0.00	\$0.00	\$25,719.01
98	Colman Co Inc	P	\$36,937.12	\$36,937.12	04-Apr-03	\$69,551.63		\$69,551.63	\$43,644.99	\$69,551.63	\$0.00	\$69,551.63	\$0.00	\$69,551.63	\$0.00	\$0.00	\$69,551.63
99	Colman Co Inc	P	\$36,937.12	\$36,937.12	04-Apr-03	\$69,551.63		\$69,551.63	\$43,644.99	\$69,551.63	\$0.00	\$69,551.63	\$0.00	\$69,551.63	\$0.00	\$0.00	\$69,551.63
100	Colgate-Palmolive Co	P	\$1,478,780.31	\$1,478,780.31	04-Apr-03	\$13,850,292.92		\$13,850,292.92	\$27,748,325.23	\$13,850,292.92	\$0.00	\$13,850,292.92	\$0.00	\$13,850,292.92	\$0.00	\$0.00	\$13,850,292.92
101	Colgate-Palmolive Co	P	\$1,478,780.31	\$1,478,780.31	04-Apr-03	\$13,850,292.92		\$13,850,292.92	\$27,748,325.23	\$13,850,292.92	\$0.00	\$13,850,292.92	\$0.00	\$13,850,292.92	\$0.00	\$0.00	\$13,850,292.92
102	Conkle Inc	K	\$21,513.60	\$21,513.60	07-Apr-03	\$20,121.50		\$20,121.50	\$20,022.54	\$20,121.50	\$0.00	\$20,121.50	\$0.00	\$20,121.50	\$0.00	\$0.00	\$20,121.50
103	Conroy Foods	K	\$12,252,685.84	\$12,252,685.84	04-Apr-03	\$74,362.62		\$74,362.62	\$3,586,798.62	\$74,362.62	\$0.00	\$74,362.62	\$0.00	\$74,362.62	\$0.00	\$0.00	\$74,362.62
104	Consolidated Milk Prods	K	\$208,099.12	\$208,099.12	17-Apr-03	\$6,825,786.62		\$6,825,786.62	\$3,586,798.62	\$6,825,786.62	\$0.00	\$6,825,786.62	\$0.00	\$6,825,786.62	\$0.00	\$0.00	\$6,825,786.62
105	Consolidated Milk Prods	K	\$158,572.12	\$158,572.12	17-Apr-03	\$6,825,786.62		\$6,825,786.62	\$3,586,798.62	\$6,825,786.62	\$0.00	\$6,825,786.62	\$0.00	\$6,825,786.62	\$0.00	\$0.00	\$6,825,786.62
106	Continental Mills Inc	K	\$11,975.70	\$11,975.70	22-Apr-03	\$20,681.50		\$20,681.50	\$6,492.20	\$20,681.50	\$0.00	\$20,681.50	\$0.00	\$20,681.50	\$0.00	\$0.00	\$20,681.50
107	Coronado Company LP	K	\$11,975.70	\$11,975.70	22-Apr-03	\$20,681.50		\$20,681.50	\$6,492.20	\$20,681.50	\$0.00	\$20,681.50	\$0.00	\$20,681.50	\$0.00	\$0.00	\$20,681.50
108	Corporate Express Inc	K	\$135,267.06	\$135,267.06	04-Apr-03	\$10,102,019		\$10,102,019	\$82,180.70	\$10,102,019	\$0.00	\$10,102,019	\$0.00	\$10,102,019	\$0.00	\$0.00	\$10,102,019
109	Coveley Food LLC	K	\$110,665.49	\$110,665.49	02-Apr-03	\$300,560.44		\$300,560.44	\$50,766.04	\$300,560.44	\$0.00	\$300,560.44	\$0.00	\$300,560.44	\$0.00	\$0.00	\$300,560.44
110	Crown Central Petroleum Corp	P	\$784,229.14	\$784,229.14	02-Apr-03	\$3,708,599.59		\$3,708,599.59	\$3,604,338.09	\$3,708,599.59	\$0.00	\$3,708,599.59	\$0.00	\$3,708,599.59	\$0.00	\$0.00	\$3,708,599.59
111	Crown Central Petroleum Corp	P	\$784,229.14	\$784,229.14	02-Apr-03	\$3,708,599.59		\$3,708,599.59	\$3,604,338.09	\$3,708,599.59	\$0.00	\$3,708,599.59	\$0.00	\$3,708,599.59	\$0.00	\$0.00	\$3,708,599.59
112	Cumberland Farms	K	\$31,275.47	\$31,275.47	08-Apr-03	\$22,332.47		\$22,332.47	\$22,332.47	\$22,332.47	\$0.00	\$22,332.47	\$0.00	\$22,332.47	\$0.00	\$0.00	\$22,332.47
113	Cumberland Farms	K	\$31,275.47	\$31,275.47	08-Apr-03	\$22,332.47		\$22,332.47	\$22,332.47	\$22,332.47	\$0.00	\$22,332.47	\$0.00	\$22,332.47	\$0.00	\$0.00	\$22,332.47
114	Dade Paper & Bag Co Inc	K	\$2,300.71	\$2,300.71	04-Apr-03	\$2,381.91		\$2,381.91	\$2,381.91	\$2,381.91	\$0.00	\$2,381.91	\$0.00	\$2,381.91	\$0.00	\$0.00	\$2,381.91
115	Dairy Farmers of America	P	\$161,844.64	\$161,844.64	04-Apr-03	\$2,007,616.54		\$2,007,616.54	\$2,007,616.54	\$2,007,616.54	\$0.00	\$2,007,616.54	\$0.00	\$2,007,616.54	\$0.00	\$0.00	\$2,007,616.54
116	Dairy Milk Prods	K	\$4,794.17	\$4,794.17	07-Apr-03	\$37,471.86		\$37,471.86	\$37,471.86	\$37,471.86	\$0.00	\$37,471.86	\$0.00	\$37,471.86	\$0.00	\$0.00	\$37,471.86
117	Dale's Stables Inc	K	\$27,820.80	\$27,820.80	09-Apr-03	\$30,609.76		\$30,609.76	\$30,609.76	\$30,609.76	\$0.00	\$30,609.76	\$0.00	\$30,609.76	\$0.00	\$0.00	\$30,609.76
118	Dale's Stables Inc	K	\$27,820.80	\$27,820.80	09-Apr-03	\$30,609.76		\$30,609.76	\$30,609.76	\$30,609.76	\$0.00	\$30,609.76	\$0.00	\$30,609.76	\$0.00	\$0.00	\$30,609.76
119	Danone Co Inc	K	\$1,193,312.50	\$1,193,312.50	01-Apr-03	\$814,916.63		\$814,916.63	\$1,193,312.50	\$814,916.63	\$0.00	\$814,916.63	\$0.00	\$814,916.63	\$0.00	\$0.00	\$814,916.63
120	Dart Distributing LLC	K	\$18,858.50	\$18,858.50	21-Mar-03	\$18,858.50		\$18,858.50	\$18,858.50	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$0.00	\$18,858.50
121	Dart Distributing LLC	K	\$365,549.36	\$365,549.36	21-Mar-03	\$365,549.36		\$365,549.36	\$365,549.36	\$365,549.36	\$0.00	\$365,549.36	\$0.00	\$365,549.36	\$0.00	\$0.00	\$365,549.36
122	Dart Distributing LLC	P	\$2,137,743.73	\$2,137,743.73	21-Mar-03	\$18,858.50		\$18,858.50	\$18,858.50	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$0.00	\$18,858.50
123	Dart Distributing LLC	K	\$460,213.82	\$460,213.82	21-Mar-03	\$18,858.50		\$18,858.50	\$18,858.50	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$0.00	\$18,858.50
124	Dart Distributing LLC	K	\$1,490,533.28	\$1,490,533.28	21-Mar-03	\$18,858.50		\$18,858.50	\$18,858.50	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$0.00	\$18,858.50
125	Dart Distributing LLC	K	\$1,490,533.28	\$1,490,533.28	21-Mar-03	\$18,858.50		\$18,858.50	\$18,858.50	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$0.00	\$18,858.50
126	Dart Distributing LLC	K	\$1,490,533.28	\$1,490,533.28	21-Mar-03	\$18,858.50		\$18,858.50	\$18,858.50	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$0.00	\$18,858.50
127	Dart Distributing LLC	K	\$1,490,533.28	\$1,490,533.28	21-Mar-03	\$18,858.50		\$18,858.50	\$18,858.50	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$0.00	\$18,858.50
128	Dart Distributing LLC	K	\$1,490,533.28	\$1,490,533.28	21-Mar-03	\$18,858.50		\$18,858.50	\$18,858.50	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$0.00	\$18,858.50
129	Dart Distributing LLC	K	\$1,490,533.28	\$1,490,533.28	21-Mar-03	\$18,858.50		\$18,858.50	\$18,858.50	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$0.00	\$18,858.50
130	Dart Distributing LLC	K	\$1,490,533.28	\$1,490,533.28	21-Mar-03	\$18,858.50		\$18,858.50	\$18,858.50	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$0.00	\$18,858.50
131	Dart Distributing LLC	K	\$1,490,533.28	\$1,490,533.28	21-Mar-03	\$18,858.50		\$18,858.50	\$18,858.50	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$0.00	\$18,858.50
132	Dart Distributing LLC	K	\$1,490,533.28	\$1,490,533.28	21-Mar-03	\$18,858.50		\$18,858.50	\$18,858.50	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$0.00	\$18,858.50
133	Dart Distributing LLC	K	\$1,490,533.28	\$1,490,533.28	21-Mar-03	\$18,858.50		\$18,858.50	\$18,858.50	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$0.00	\$18,858.50
134	Dart Distributing LLC	K	\$1,490,533.28	\$1,490,533.28	21-Mar-03	\$18,858.50		\$18,858.50	\$18,858.50	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$0.00	\$18,858.50
135	Dart Distributing LLC	K	\$1,490,533.28	\$1,490,533.28	21-Mar-03	\$18,858.50		\$18,858.50	\$18,858.50	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$0.00	\$18,858.50
136	Dart Distributing LLC	K	\$1,490,533.28	\$1,490,533.28	21-Mar-03	\$18,858.50		\$18,858.50	\$18,858.50	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$0.00	\$18,858.50
137	Dart Distributing LLC	K	\$1,490,533.28	\$1,490,533.28	21-Mar-03	\$18,858.50		\$18,858.50	\$18,858.50	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$0.00	\$18,858.50
138	Dart Distributing LLC	K	\$1,490,533.28	\$1,490,533.28	21-Mar-03	\$18,858.50		\$18,858.50	\$18,858.50	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$0.00	\$18,858.50
139	Dart Distributing LLC	K	\$1,490,533.28	\$1,490,533.28	21-Mar-03	\$18,858.50		\$18,858.50	\$18,858.50	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$0.00	\$18,858.50
140	Dart Distributing LLC	K	\$1,490,533.28	\$1,490,533.28	21-Mar-03	\$18,858.50		\$18,858.50	\$18,858.50	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$0.00	\$18,858.50
141	Dart Distributing LLC	K	\$1,490,533.28	\$1,490,533.28	21-Mar-03	\$18,858.50		\$18,858.50	\$18,858.50	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$18,858.50	\$0.00	\$0.00	\$18,858.50
142	Dart Distributing LLC	K	\$1,490,533.28	\$1,490,533.28	21-Mar-03	\$18,858.											

Rank	Company Name	Confirmer Name	Low Form	DOC# ASSET	Refundation	Reduction Claim	Repayment Date	COA EJECT	Payments	New Value	Pre-Payment	Overturns	Pre-Paid	Total Deductions	Unpaid Club	Total
169	Peterson USA Inc Co	K		\$6,406.56		\$119,716.20	10-Apr-03	\$44,139.77	\$295,526.41	\$253,208.28	\$92,097.53	\$10,333.01	\$29,754.14	\$4,993.16	\$5,656.67	\$18,132.22
170	Peterson USA Inc Co	K		\$181,827.74		\$184,565.50	08-Apr-03	\$0.00	\$54,139.77	\$1,540,291.18	\$10,435.78	\$5,527.20	\$19,117.80	\$48,881.94	\$16,151.62	\$180,674.74
171	Peterson USA Inc Co	K		\$7,640.11		\$10,710.21	01-Apr-03	\$0.00	\$114,251.55	\$79,792.61	\$32,012.41	\$36,728.12	\$3,940.40	\$3,940.40	\$5,527.20	\$73,621.50
172	Peterson USA Inc Co	K		\$19,624.06		\$19,624.06	02-Apr-03	\$0.00	\$112,703.67	\$91,027.56	\$36,675.57	\$0.00	\$6,292.99	\$18,276.72	\$24,568.81	\$50.00
173	Peterson USA Inc Co	K		\$0.00		\$63,631.89	02-Apr-03	\$0.00	\$91,027.56	\$1,093.80	\$2,171.80	\$0.00	\$0.00	\$0.00	\$0.00	\$2,171.80
174	Peterson USA Inc Co	K		\$3,018.60		\$3,018.60	15-Apr-03	\$0.00	\$3,111.61	\$1,093.80	\$2,171.80	\$0.00	\$0.00	\$0.00	\$0.00	\$2,171.80
175	Peterson USA Inc Co	K		\$694,925.83		\$694,925.83	02-Apr-03	\$46,129.23	\$83,609.52	\$71,739,260.70	\$38,622.69	\$0.00	\$128,151.18	\$154,619.36	\$69,567.70	\$224,029.99
176	Peterson USA Inc Co	K		\$3,972.40		\$3,972.40	06-Apr-03	\$0.00	\$10,343.90	\$79,711.50	\$38,622.69	\$0.00	\$4,767.50	\$11,097.49	\$0.00	\$54,139.77
177	Peterson USA Inc Co	K		\$40,023.06		\$40,023.06	11-Apr-03	\$18,386.01	\$910,154.92	\$38,622.69	\$38,622.69	\$0.00	\$21,077.50	\$2,877.44	\$0.00	\$2,877.44
178	Peterson USA Inc Co	K		\$347,228.83		\$347,228.83	01-Apr-03	\$20,804.54	\$20,804.54	\$1,683,741.11	\$46,745.99	\$412,711.56	\$19,211.56	\$2,707.50	\$1,683,741.11	\$2,707.50
179	Peterson USA Inc Co	K		\$456,320.03		\$456,320.03	03-Apr-03	\$23,837.24	\$8,999,866.31	\$1,683,741.11	\$1,683,741.11	\$19,211.56	\$19,211.56	\$2,707.50	\$1,683,741.11	\$2,707.50
180	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$3,221.17	\$3,221.17	\$20,804.54	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$20,804.54
181	Peterson USA Inc Co	K		\$236,606.91		\$236,606.91	03-Apr-03	\$73,404.11	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
182	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	11-Apr-03	\$0.00	\$69,925.97	\$20,804.54	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$20,804.54
183	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
184	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
185	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
186	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
187	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
188	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
189	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
190	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
191	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
192	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
193	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
194	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
195	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
196	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
197	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
198	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
199	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
200	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
201	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
202	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
203	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
204	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
205	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
206	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
207	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
208	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
209	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
210	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
211	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
212	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
213	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
214	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
215	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
216	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
217	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
218	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
219	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
220	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
221	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
222	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
223	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
224	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
225	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
226	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
227	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
228	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
229	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
230	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
231	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
232	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
233	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
234	Peterson USA Inc Co	K		\$33,620.00		\$33,620.00	03-Apr-03	\$0.00	\$1,000,189.97	\$1,000,189.97	\$34,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000,189.97
235	Peterson USA Inc Co	K		\$												

[illegible]

[illegible]

Number	Creditor Name	Law Firm	DOCK ASSESS	Revised Claim	Demand Date	CAL RECL	Payments	New Value	Max Payable	Overruns	Post-Paid	Pre-Paid	Total Deductions	Military	Unpaid Cal	Total Claim
			Redemption	Redemption	Redemption	Redemption	Redemption	Redemption	Redemption	Redemption	Redemption	Redemption	Redemption	Redemption	Redemption	Redemption
421	Rent Corp	K	\$8,873.33	\$8,873.33	01-Apr-03	\$0.00	\$97,347.72	\$44,631.31	\$2,885.91	\$15,139.78	\$39,395.07	\$10,371.30	\$49,366.57	\$0.00	\$18,616.00	\$119,506.06
422	Rent Corp	P	\$27,299.18	\$27,299.18	01-Apr-03	\$19,312.22	\$646,600.80	\$380,422.60	\$266,788.20	\$392,877.07	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$601,183.83
423	RC Industries Inc	K	\$30,216.50	\$30,216.50	01-Apr-03	\$10,238.18	\$27,377.44	\$179,545.66	\$92,311.78	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$49,423.13
424	Reames Foods	K	\$42,183.52	\$42,183.52	01-Apr-03	\$27,643.00	\$15,740,933.46	\$12,077,585.35	\$1,674,083.04	\$1,330,939.07	\$815,655.14	\$412,284.12	\$1,227,542.35	\$803,294.17	\$179,103.73	\$4,847,154.81
425	Reames Foods	K	\$1,090,151.56	\$1,090,151.56	01-Apr-03	\$12,422.38	\$3,809,302.40	\$2,919,309.38	\$890,992.52	\$974,733.94	\$390,988.98	\$11,275.23	\$322,621.21	\$0.00	\$12,024.56	\$2,375,144.11
426	Red Bull	K	\$95,642.91	\$95,642.91	01-Apr-03	\$178,205.69	\$198,209.56	\$113,735.60	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$113,735.60
427	Red Bull	K	\$148,147.60	\$148,147.60	01-Apr-03	\$0.00	\$155,365.91	\$107,892.70	\$47,667.21	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$47,667.21
428	Regent Products Corp	K	\$17,378.77	\$17,378.77	01-Apr-03	\$94,415.32	\$45,912.02	\$107,892.70	\$47,667.21	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$47,667.21
429	Regent Products Corp	K	\$194,007.75	\$194,007.75	01-Apr-03	\$94,415.32	\$45,912.02	\$107,892.70	\$47,667.21	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$47,667.21
430	Relay Foods Co	K	\$18,831.21	\$18,831.21	01-Apr-03	\$39,569.53	\$15,969.53	\$4,163.53	\$33,685.20	\$14,163.53	\$41,700.28	\$2,182.03	\$3,990.59	\$0.00	\$0.00	\$41,700.28
431	Reliant Products Inc	K	\$17,301.85	\$17,301.85	01-Apr-03	\$4,163.53	\$85,591.40	\$33,685.20	\$14,163.53	\$41,700.28	\$2,182.03	\$3,990.59	\$0.00	\$0.00	\$0.00	\$41,700.28
432	Reliant Products Inc	K	\$62,064.20	\$62,064.20	01-Apr-03	\$2,099.44	\$74,742.17	\$108,424.36	\$108,424.36	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$108,424.36
433	Reliant Products Inc	K	\$56,708.99	\$56,708.99	01-Apr-03	\$2,099.44	\$74,742.17	\$108,424.36	\$108,424.36	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$108,424.36
434	Reliant Products Inc	K	\$23,204.88	\$23,204.88	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
435	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
436	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
437	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
438	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
439	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
440	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
441	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
442	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
443	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
444	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
445	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
446	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
447	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
448	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
449	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
450	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
451	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
452	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
453	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
454	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
455	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
456	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
457	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
458	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
459	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
460	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
461	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
462	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
463	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
464	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
465	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
466	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
467	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
468	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
469	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
470	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
471	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
472	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
473	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
474	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
475	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
476	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
477	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
478	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
479	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
480	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
481	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
482	Reliant Products Inc	K	\$23,136.58	\$23,136.58	01-Apr-03	\$19,302.88	\$15,734.62	\$17,871.61	\$14,555.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,555.80
483	Reliant Products Inc	K	\$23,136.58	\$23,136.58												

Reclamation
DOCK ASSERT = Docketed Claim
CAL RECL = Fleming's Calculation